

## NOTICE

Notice is hereby given that the **FORTIETH ANNUAL GENERAL MEETING** of the members of E.I.D.- Parry (India) Limited will be held on Tuesday, August 4, 2015 at 4.30 p.m. at Tamil Isai Sangam, Rajah Annamalai Mandram, 5, Esplanade Road, Chennai – 600 108 to transact the following businesses :

### ORDINARY BUSINESS :

#### 1. Adoption of Financial Statements

##### RESOLVED THAT :

- (a) the Audited Financial Statements of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Independent Auditors thereon; and
  - (b) the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2015 and the report of the Independent Auditors thereon,
- be and are hereby received and adopted.

#### 2. Declaration of Dividend

To consider and if deemed fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**RESOLVED THAT** the interim dividend of ₹ 2 per equity share declared by the Board of Directors on March 19, 2015 on the outstanding equity shares of ₹ 1 each of the Company and paid to those equity shareholders whose name appeared in the register of members as on March 25, 2015 being the record date fixed for this purpose be and is hereby approved for the year ended March 31, 2015.

**RESOLVED FURTHER THAT** a final dividend of ₹ 1 per equity share as recommended by the Board of Directors be and is hereby declared on the outstanding equity shares of ₹ 1 each of the Company for the year ended March 31, 2015 and paid to those members, in case of shares held in physical form, whose names appear in the register of members as on August 04, 2015 and in case of shares held in dematerialised form as per the details furnished by the depositories for this purpose.

#### 3. Appointment of Director

To consider and if deemed fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**RESOLVED THAT** Mr. V.Ravichandran (DIN: 00110086), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a director of the Company liable to retire by rotation.

#### 4. Appointment of Statutory Auditors

To appoint Auditors and fix their remuneration and in this regard, to consider and if deemed fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai (Firm Registration No. 008072S) as Statutory Auditors of the Company from the conclusion of this meeting till the conclusion of the 41st Annual General Meeting of the Company be and is hereby ratified on a remuneration of ₹ 27,00,000/- (Rupees Twenty Seven Lakh only) plus service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit as approved by the Board of Directors of the Company.

## SPECIAL BUSINESS

### 5. Remuneration of Cost Auditors

To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard, to consider and if deemed fit, to pass the following resolution as an Ordinary Resolution:

**RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 10,10,000 (Rupees Ten Lakh Ten Thousand only) plus service tax as applicable and reimbursement of out of pocket expenses payable to M/s. Geeyes & Co., Cost Accountants (Firm Registration Number 000044) for conduct of audit of the cost records of the Company for the financial year ending March 31, 2016 as approved by the Board of Directors of the Company, be and is hereby ratified.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

### 6. Issue of Non-Convertible Debentures

To approve offer or invitation to subscribe to Non-Convertible Debentures on private placement and in this regard, to consider and if deemed fit, to pass the following resolution as a Special Resolution:

**RESOLVED THAT** pursuant to Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and such other rules/regulations, as may be applicable, consent be and is hereby accorded to the Board of Directors of the Company to offer, invite and issue secured / unsecured redeemable non-convertible debentures, aggregating up to ₹ 200 Crore (Rupees Two hundred Crore), on private placement basis to Nationalised Banks / Indian Private Banks / Foreign Banks / Other Banks / Financial Institutions / Other eligible investors in one or more tranches during a period of one year from the date of passing of this resolution within the overall borrowings limits of the Company as approved by the members from time to time and on such terms and conditions as the Board of Directors of the Company may determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this resolution.

By Order of the Board  
For **E.I.D.- Parry (India) Limited**

**G. Jalaja**  
Company Secretary

Chennai  
May 29, 2015

Registered Office :

'Dare House', Parrys Corner, Chennai - 600 001.

Tel. : +91-044-25306789

Fax. : +91-044-25341609

E-mail: investorservices@parry.murugappa.com

Website: www.eidparry.com

CIN : L24211TN1975PLC006989

## NOTES

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed in the format sent herewith, not less than FORTY-EIGHT HOURS before the**

**commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.**

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting

- rights, then such person shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
  3. A Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Items No. 5 & 6 to be transacted at the Annual General Meeting as set out in the Notice is annexed hereto.
  - 4(a) The Register of Members and Share Transfer Books of the Company will remain closed from Friday, the 24th July, 2015 to Tuesday, the 4th August, 2015 (both days inclusive).
    - (b) The dividend on Equity Shares, if declared at the Meeting, will be paid to those members whose names shall appear on the Company's Register of Members on August 04, 2015. In respect of the shares held in dematerialized form, the dividend will be paid to members whose names are furnished by National Securities Depository Limited and Central Depository Services (India) Limited as beneficial owners as on that date.
  5. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents, Karvy Computershare Private Limited ("Karvy") cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant by the members.
  6. Members holding shares in electronic mode are requested to keep their e-mail addresses updated and intimate immediately any change in their address, bank mandates to their Depository Participants. Members holding shares in physical mode are also requested to update their e-mail addresses, advise any change in their address, bank mandates by writing to Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad- 500 032 quoting their folio number(s).
  7. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Karvy for assistance in this regard.
  8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy for consolidation into a single folio.
  9. Pursuant to the provisions of Section 123, 124 of the Companies Act, 2013 and Section 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 1995-96 to 2006-07 from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The due dates on which the unclaimed dividends would be transferred to IEPF for the financial year 2007-08 onwards are given in the Corporate Governance Report. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 30, 2014 (date of last Annual General Meeting) on the website of the Company ([www.eidparry.com](http://www.eidparry.com)) as also on the website of the Ministry of Corporate Affairs.
  10. In terms of Section 152 of the Companies Act, 2013, Mr. V.Ravichandran, Director, retires by rotation at the Meeting and being eligible, offer himself for reappointment. The Board of Directors of the Company commend his re-appointment. Brief resume of Mr.V.Ravichandran, nature of his expertise in specific functional areas, names of companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges is provided in the Notes forming part of this Notice.
  11. As per the provisions of section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014, Shareholders holding shares in physical form may file nomination in the prescribed SH-13 with the Company's Registrar and Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
  12. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent M/s. Karvy Computershare Pvt. Ltd. (Karvy).
  13. Pursuant to Clause 32 of the Listing Agreement entered into with the Stock Exchanges and Sections 20, 101 and 136 of the Companies Act, 2013, electronic copy of Annual Report and this Notice inter-alia indicating the process and manner of e- voting along with Attendance Slip and proxy form are being sent by e-mail to those shareholders whose e-mail addresses have been made available to the Company/ Depository Participants unless any member has requested for a hard copy of the same.
  14. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and

Public holidays up to the date of the Annual General Meeting. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.

15. Members are requested to hand over the enclosed Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Annual General Meeting to enable the Company to keep the information ready at the meeting.
17. Members who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
18. E-voting :
  - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended and Clause 35B of the Listing Agreement, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - (ii) The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through 'Insta Poll'.
  - (iii) The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
  - (iv) The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
  - (v) The Board of Directors of the Company have appointed Mr. R.Sridharan (C.P No. 3239) of M/s. R. Sridharan &

Associates, Practicing Company Secretaries, Chennai as a Scrutiniser to scrutinise the Insta Poll and remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the said purpose.

- (vi) Voting rights shall be reckoned on the paid-up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 29, 2015.
- (vii) A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. July 29, 2015 only shall be entitled to avail the facility of remote e-voting / Insta Poll.
- (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. July 29, 2015, may obtain the User ID and password in the manner as mentioned below:
  - a) If the mobile number of the member is registered against Folio No. / DP ID Client ID, the member may send SMS : MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399  
  
Example for  
NSDL: MYEPWD <SPACE> IN12345612345678  
Example for  
CDSL : MYEPWD <SPACE> 1402345612345678  
Example for  
Physical : MYEPWD <SPACE> XXXX1234567890
  - b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
  - c) Member may call Karvy's toll free number 1-800-3454-001
  - d) Member may send an e-mail request to [evoting@karvy.com](mailto:evoting@karvy.com). If the member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
- (ix) The remote e-voting facility will be available during the following period: Commencement of remote e-voting : 9.00 a.m. (IST) on July 31, 2015. End of remote e-voting : 5.00 p.m. (IST) on August 03, 2015. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

- (x) The Scrutiniser after scrutinising the votes cast at the meeting (Insta Poll) and through remote e-voting will, not later than two days of conclusion of the Meeting, make a consolidated scrutiniser's report and submit the same to the Chairman. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company [www.eidparry.com](http://www.eidparry.com) and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
- (xi) Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e. August 04, 2015.
- (xii) **Instructions and other information relating to remote e-voting:**
1. **A. In case a member receives an e-mail from Karvy** [for members whose e-mail addresses are registered with the Company / Depository Participant(s)]:
    - (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>
    - (b) Enter the login credentials (i.e. User ID and password), which will be sent separately. The E-Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
    - (c) After entering these details appropriately, click on "LOGIN".
    - (d) You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@,#,\$,etc.). The system will prompt you to change your password and update your contact details like mobile number, email address, etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. **It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.**
    - (e) You need to login again with the new credentials.
    - (f) On successful login, the system will prompt you to select the E-Voting Event Number for E.I.D. - Parry (India) Limited.
  - (g) On the voting page enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
  - (h) Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
  - (i) Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
  - (j) You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote. **During the voting period, members can login any number of times till they have voted on the Resolution(s).**
  - (k) Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutiniser at e-mail ID: [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@karvy.com](mailto:evoting@karvy.com) and [investorservices@parry.murugappa.com](mailto:investorservices@parry.murugappa.com). They may also upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "E.I.D. - Parry (India) Ltd. - 40th Annual General Meeting."
- B 1. In case a member receives physical copy of the Notice by Post** [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:
- a) User ID and initial password –This is provided at the bottom of the attendance slip for the Annual General Meeting (which is being sent along with this Notice)
  - b) Please follow all steps from Sl. No. (a) to (l) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
3. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at Karvy's website <https://evoting.karvy.com>.

## Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 5 and 6 of the accompanying Notice:

### Item No. 5

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Geeyes & Co., Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016. In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No.5 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

The Board recommends the Ordinary Resolution at Item No.5 for approval by the Members.

### Memorandum of Interest

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

### Item No. 6

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed there under deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18

of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. The Board of Directors will decide whether to issue debentures as secured or unsecured.

Keeping in view the aforesaid legal provisions, the members of the Company, at the 39th Annual General Meeting held on July 30, 2014 had authorised the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, in one or more series / tranches, aggregating up to ₹ 200 Crore on private placement.

The members may note that the Company has not made any private placement of non-convertible debentures pursuant to the said authorisation. However, in order to augment long term resources for financing, inter alia, the capital expenditure and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured redeemable non-convertible debentures, in one or more series / tranches on private placement.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 6 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a year from the date of passing this resolution.

The Board commends the Special Resolution set out at Item No.6 of the Notice for approval by the members.

### Memorandum of Interest

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

By Order of the Board  
For **E.I.D. - Parry (India) Limited**

Chennai  
May 29, 2015

**G. Jalaja**  
Company Secretary

**Details pertaining to Director seeking re-appointment as required under Clause 49 of the Listing Agreement**

<b>Name of the Director</b>	Mr. V.Ravichandran
<b>Date of Birth</b>	09.06.1956
<b>Date of Appointment</b>	30.10.2009
<b>Qualifications</b>	Engineering Graduate with a Post Graduate Diploma in Management from IIM, Ahmedabad, a Cost Accountant and a Company Secretary.
<b>Expertise in specific functional Area</b>	Finance, Marketing and General Management
<b>Directorship in other Companies</b>	Parrys Sugar Industries Limited Coromandel International Limited Murugappa Holdings Limited Parry Infrastructure Company Private Limited Silkroad Sugar Private Limited Yanmar Coromandel Agrisolutions Private Limited CFL Mauritius Limited US Nutraceuticals LLC Parry America Inc. Foskor Pty Limited
<b>Chairman/Member of the Committees of the Boards of which he is a Director</b>	E.I.D. - Parry (India) Limited Member- Stakeholders Relationship Committee Member – Nomination & Remuneration Committee  Coromandel International Limited Member-Stakeholders Relationship Committee  Silkroad Sugar Private Limited Member - Nomination & Remuneration Committee  Parrys Sugar Industries Limited Chairman-Stakeholders Relationship Committee Member – Nomination & Remuneration Committee
<b>No. of shares held in the Company</b>	Nil
<b>Inter-se relationship with any Director</b>	Nil



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

ATTENDANCE SLIP

CIN:L24211TN1975PLC006989

Registered Office : "DARE HOUSE", Parrys Corner, Chennai - 600 001.

Email:investorservices@parry.murugappa.com, website:www.eidparry.com

Ph:044-25306789, Fax:044-25341609

I/We hereby record my/our presence at the FORTIETH ANNUAL GENERAL MEETING of the Company at Tamil Isai Sangam, Rajah Annamalai Mandram, 5 Esplanade Road, Chennai - 600 108 at 4.30 P.M. on Tuesday, the 4<sup>th</sup> August, 2015.

Member's / Proxy's Name in Block Letter

Member's / Proxy's Signature

EVEN (E Voting Event Number)	User ID	Password / PIN

- Note: 1. Please sign this Attendance Slip and hand it over at the Attendance Verification Counter at the ENTRANCE OF THE MEETING HALL.  
 2. Members holding shares in physical form are requested to advise the change in their address, if any, to M/s Karvy Computershare Pvt. Ltd. Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Gachibowli, Hyderabad 500 032, India. quoting their Folio Number(s). Members holding shares in electronic form may update such details with their respective Depository Participant(s).  
 3. Members are requested to bring this slip along with them as duplicate slips will not be issued at the venue of the Meeting.



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

PROXY FORM

CIN:L24211TN1975PLC006989

Registered Office : "DARE HOUSE", Parrys Corner, Chennai - 600 001.

Email:investorservices@parry.murugappa.com, website:www.eidparry.com

Ph:044-25306789, Fax:044-25341609

Name of the Member(s) :

Registered Address :

E-mail ID :

Folio/DP ID-Client ID No. :

I/We, being the member(s) holding.....shares of the above named company, hereby appoint:

- (1) Name..... Address.....  
 Email Id..... Signature.....or failing him/her;  
 (2) Name..... Address.....  
 Email Id..... Signature.....or failing him/her;  
 (3) Name..... Address.....  
 Email Id..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Fortieth Annual General Meeting of the Company to be held on Tuesday, the 4<sup>th</sup> August 2015 at 4.30 p.m. at Tamil Isai Sangam, Rajah Annamalai Mandram, 5 Esplanade Road, Chennai - 600 108 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions	Optional*	
		For	Against
1.	To Consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2015, the reports of the Board of Directors and Auditors thereon and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2015 and Auditors Report thereon		
2.	Declaration of dividend on equity shares		
3.	Re-appointment of Mr.V.Ravichandran as a Director		
4.	Ratification of appointment of Statutory Auditors.		
5.	Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2016		
6.	Issue of Non Convertible Debentures on a private placement basis		

Signed this.....day of....., 2015

Signature of shareholder(s).....

Signature of Proxy holder(s).....

Note:

- This form of proxy in order to be effective should be duly completed and deposited at the registered office of the Company not less than 48 hours before commencement of the meeting.
- For the resolutions, Explanatory Statements and Notes, please refer to the notice of 40<sup>th</sup> AGM.
- It is optional to put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Please complete all details including details of member(s) in the box before submission.

Affix  
Revenue  
Stamp  
Re.1/-