

NOTICE

Notice is hereby given that the Forty first Annual General Meeting of the Members of E.I.D.- Parry (India) Limited will be held on Friday, August 5, 2016 at 4.30 p.m. at The Music Academy, New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600014 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, 2016, 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, 2016 and the report of the Independent Auditors thereon,

be and are hereby received and adopted.

2. Appointment of Director

To consider and if deemed fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT Mr. A. Vellayan (DIN: 00148891) 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.

3. Appointment of Statutory Auditors

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 42nd Annual General Meeting of the Company be and is hereby ratified on a remuneration of Rs. 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

4. Appointment of Independent Director

To consider and if deemed fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Regulation 17 & 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Dr. (Ms) Rca Godbole (DIN:07306268) be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years from this Annual General Meeting.

5. Remuneration of Cost Auditors

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 Rs.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, 2017 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 such 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 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 Rs.300 Crore (Rupees Three 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.

7. Appointment of Director

To consider and if deemed fit, to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions. If any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. S. Suresh (DIN 06999319), be and is hereby appointed as a Director of the Company.

8. Appointment of Deputy Managing Director and payment of remuneration

To consider and if deemed fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to Article 121 of the Articles of Association of the Company and the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the appointment of Mr. S. Suresh as the Deputy Managing Director of the Company for a period of three years with effect from 1st July, 2016 upto 30th June, 2019 on the terms and conditions including remuneration as set out below with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 1956.

RESOLVED FURTHER THAT Mr. S. Suresh, Deputy Managing Director, be paid remuneration by way of salary, allowances, incentive, and perquisites subject to necessary approvals and in accordance with the Sections 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 as specified below with effect from 1st July, 2016.

(i) Salary

Rs. 2,59,555 in the range of Rs. 2,50,000-7,50,000.

The increments will be decided by the Nomination and Remuneration Committee and the Board.

(ii) Allowances and Perquisites

Allowances like House Rent Allowance, Leave Travel Allowance, Special Allowance, Additional Special Allowance and/or any other allowance as determined by the Nomination and Remuneration Committee

Perquisites shall include provision of furnished/unfurnished accommodation, personal accident insurance, reimbursement of medical expenses incurred for self and family, club subscription, provision of cars as per the rules of the company in force from time to time and any other perquisites, benefits, amenities as may be decided from time to time and approved by the Nomination and Remuneration Committee and the Board.

Perquisites shall be valued in terms of actual expenditure incurred by the company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes and loans) the perquisites shall be valued as per income tax rules.

(iii) Incentive

Based on the achievement of the performance parameters laid down, an amount not exceeding 25% of CTC as may be determined by the Nomination and Remuneration Committee.

(iv) Retirement Benefits

- (a) Contribution to Provident Fund, Superannuation Fund and Gratuity as per the approved scheme of the company in force from time to time.
- (b) Encashment of leave as per rules of the company in force

(v) ESOP

Grant of stock options under the Company's ESOP Scheme as may be determined by the Compensation and Nomination Committee from time to time.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year, during the currency of the tenure of Mr. S Suresh, Deputy Managing Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to Mr. S. Suresh by way of salary, perquisites and allowances as specified above in terms of the Schedule V of the Companies Act, 2013.

GENERAL

- (i) In the event of absence or inadequacy of profits in any financial year, the remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and retirement benefits to Mr. S. Suresh, Deputy Managing Director as may be determined by the Board or Nomination and Remuneration Committee, shall not, except with the approval of the Central Government, exceed the limits prescribed under the Companies Act, 2013 and rules made there under.
- (ii) Provision of telephone at residence and expenses on account of car for official use shall not be reckoned as perquisites.
- (iii) Mr. S. Suresh, Deputy Managing Director will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- (iv) Mr. S. Suresh, Deputy Managing Director, will be subject to all other service conditions as applicable to any other senior management employee of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and deeds and take all such steps as may be necessary, proper 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
June 18, 2016

Registered Office:

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

CIN: L24211TN1975PLC006989

Tel. :+91-044-25306789

Fax.:+91-044-25341609

E-mail:investorservices@parry.murugappa.com

Website:www.eidparry.com

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. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Items Nos. 4 to 8 to be transacted at the Annual General Meeting as set out in the Notice, is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 29, 2016 to Friday, August 5, 2016 (both days inclusive).
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-500032 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 1996-97 to 2008-09 (special dividend) 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 2008-09 (Interim and Final Dividend) 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 4th August, 2015 (date of last Annual General Meeting) on the website of the Company (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. A.Vellayan, Director retires by rotation at the Meeting and being eligible, offers himself for reappointment. The Board of Directors of the Company commend his re-appointment. Brief resume of Mr.A.Vellayan, nature of his expertise in specific functional areas, names of listed companies in which he hold directorships and memberships / chairmanships of Board Committees, shareholding and relationship between directors inter-se as stipulated under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 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 Regulation 36 (1) & 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections 20, 101, 108 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 email 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 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. The route map showing directions to reach the venue of the Annual General Meeting is annexed
19. Remote e-voting & Insta-poll
 - a. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client 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.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (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 ID 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.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
 - vii. 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 "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. 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.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), 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).
 - xii. 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/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id rsaevoting@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format " E.I.D.-Parry (India) Limited_Event No."

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

 - i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

- b Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting. However, these Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. I L Murthy, Manager (Unit: Name of the Company) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on Monday, the 1st August, 2016 (9.00 A.M. IST) and ends on August 4, 2016 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of July 29, 2016, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution(s) is cast by the Member, the Member shall not be allowed to change it subsequently.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. July 29, 2016.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., July 29, 2016, he/she may obtain the User ID and Password in the manner as mentioned below:
- i. 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
- ii. 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.
- iii. Member may call Karvy's toll free number 1800-3454-001.
- iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- f. Mr. R. Sridharan, M/s R. Sridharan & Associates, Company Secretaries, Chennai is appointed as a scrutinizer to scrutinise the remote e-voting and voting at the AGM venue in a fair and transparent manner.
- g. The scrutinizer after scrutinising the votes cast at the meeting and through remote e-voting, will not later than 48 hours 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 and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the stock exchanges.
- h Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, viz., August 05, 2016.

PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN/ATTENDANCE REGISTRATION

Web Check- in / Attendance Registration: Members are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. Alternatively, to facilitate hassle free and quick registration/entry at the venue of the AGM, the Company has provided a Web-Check in facility through Karvy's website. Web Check-in on the Karvy's website enables the Members to register attendance online in advance and generate Attendance Slip without going through the registration formalities at the registration counters.

Procedure of Web Check-in is as under:

- a. Log on to <https://karisma.karvy.com> and click on “Web Checkin for General Meetings (AGM/EGM/CCM)”.
- b. Select the name of the company: E.I.D.- Parry (India) Limited
- c. Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & “CAPTCHA” as directed by the system and click on the submission button.
- d. The system will validate the credentials. Then click on the “Generate my attendance slip” button that appears on the screen.
- e. The attendance slip in PDF format will appear on the screen. Select the “PRINT” option for direct printing or download and save for the printing.
- f. A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.
- g. After registration, a copy will be returned to the Member.
- h. The Web Check-in (Online Registration facility) is available for AGM during e-voting Period only i.e., Monday, the 1st August, 2016 (9.00 A.M. IST) and ends on August 4, 2016 (5.00 P.M. IST).
- i. The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

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. 4 to 8 of the accompanying Notice:

Item No. 4

Pursuant to the provisions of Section 149 of the Act read with Rule 3 of the Companies (Appointment and Qualification of Directors) Rules, 2014, every listed company shall have atleast one Woman Director.

Dr. (Ms) Rca Godbole was appointed as an Additional Director of the Company by the Board on 1st November, 2015 to hold office up to this annual general meeting pursuant to Section 161 of the Companies Act, 2013. A notice has been received from a member proposing Dr. (Ms) Rca Godbole as a candidate for the office of Director of the Company.

Dr. (Ms) Rca Godbole has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, she fulfills the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the management.

The Board considers that the continued association of Dr. (Ms) Rca Godbole would be of immense benefit to the Company and it is desirable to continue to avail her services as an Independent Director of the Company.

The terms and conditions of appointment of Dr. (Ms) Rca Godbole as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday.

The Board recommends the ordinary resolution at Item No.4 for approval by the Members.

Except Dr. (Ms) Rca Godbole, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No. 4 of the 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, 2017. 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, 2017.

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

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 thereunder 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.

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 period of one year from the date of passing this resolution.

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

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.

Item No. 7 & 8

The Board of Directors of the Company ('the Board') at their meeting held on June 18, 2016, on the recommendation of the Nomination & Compensation Committee, appointed Mr. S.Suresh as an Additional Director of the Company.

The Board at the said meeting, on the recommendation of the Nomination & Compensation Committee, also appointed Mr. S.Suresh as the Deputy Managing Director of the Company for a period of three years with effect from 1st July, 2016 up to 30th June, 2019 on a remuneration as set out in the Resolution subject to the limits prescribed under Schedule V of the Companies Act, 2013.

The appointment and remuneration of Mr. S.Suresh is subject to approval of the shareholders. In terms of the Articles of Association of the Company Mr. S.Suresh is not liable to retire by rotation.

A Notice under Section 160 of the Act along with requisite deposit has been received from a member proposing Mr. S. Suresh as a candidate for the office of Director of the Company. The disclosure under Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is annexed to this Notice.

The Company has incurred loss for the financial year 2015-16 caused by drastic fall in sugar selling price which touched an all time low during the year. The future profitability of the Company depends upon the trend in sugar prices, the Govt policies on the Sugarcane price, the estimated sugar cane production and availability. In the event during the tenure of Mr. Suresh, the Company's profits is inadequate in terms of Part II, Section II of Schedule V of the Companies Act, 2013, the remuneration payable would require approval of the shareholders by way of a Special Resolution. Hence, the subject Resolution is proposed as a special Resolution and the required additional information pursuant to schedule V Part II Section II (B) of the Companies Act, 2013 is annexed to this notice.

The Board recommends the Resolutions at Item No.7 and 8 for approval by the Members.

Except Mr. S.Suresh, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolutions set out at Item No. 7 and 8 of the Notice.

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

Chennai
June 18, 2016

G.Jalaja
Company Secretary

**DETAILS PERTAINING TO DIRECTORS AS REQUIRED UNDER REGULATION 36 OF THE SEBI
(LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

Name of the Director	Mr. A.Vellayan	Dr. (Ms) Rca Godbole	Mr.S. Suresh
Date of Birth	09.01.1953	04.12.1968	16.04.1966
Date of Appointment	01.11.1999	01.11.2015	01.07.2016
Qualifications	Diploma in Industrial Administration from Aston University, Birmingham, U.K and Masters in Business Studies from the University of Warwick Business School, U.K.	A trained plant molecular biologist with a PHD from Freiburg, Germany and a post graduate in Biochemistry (MSc.) from University of Bombay.	Mechanical Engineering Graduate with a Post Graduate Diploma in Industrial Engineering and an MBA with specialization in Finance.
Expertise in specific functional Area	He has over 30 years of industrial experience.	She has over seven years of rich experience in Research.	He has over 26 years of experience across different industries in the areas of Sales & Marketing, Manufacturing, Industrial Relations, Supply Chain, Management of Special Projects, Industrial Engineering and business turnarounds.
Directorship in other Listed Companies	Coromandel International Limited Kanoria Chemicals & Industries Limited	Nil	Nil
Chairman/Member of the Committees of the Boards of which he is a Director	Nil	Nil	Nil
No. of shares held in the Company	344540	Nil	Nil
Inter-se relationship with any Director	Nil	Nil	Nil

None of the above Directors are related to any of the key managerial personnel of the Company.

Details of attendance at the Board Meetings in respect of Mr. A Vellayan and Dr. (Ms) Rca Godbole are provided in the Report on Corporate Governance.

STATEMENT PURSUANT TO SCHEDULE V PART II SECTION II (B) OF THE COMPANIES ACT, 2013

I. General Information:

- (i) Nature of Industry: The Company is engaged in the manufacturing and marketing of sugar, bio pesticides and Nutraceuticals.
- (ii) Date or expected date of commencement of commercial production: The Company was incorporated on September 22, 1975 and has been operating in the states of Tamil Nadu, Puducherry, Andhra Pradesh and Karnataka.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- (iv) Financial performance based on given indicators - as per published audited financial results for the accounting year ended March 31, 2016:

Particulars	2013 – 2014	2014 – 2015	2015 – 2016
Gross Income	194548	226504	239541
Profit Before Tax	(3110)	13598	(9616)
Profit After Tax	2,653	14,825	(6,645)
Networth	127416	136408	128558
Dividend on Equity %	-	300	-

(v) Foreign Investments or collaborators, if any: (as on 18.06.2016)

Foreign Holding	No of Equity Shares	% to the paid up equity share capital
NRIs	1352052	0.77
OCBs	5040	0.03
Foreign Nationals	216680	0.12
FII's	18818250	10.70

II. Information about the appointee:

Mr. S. Suresh

(i) Background details:

Mr. S. Suresh is a Mechanical Engineering Graduate with a Post Graduate Diploma in Industrial Engineering and an MBA with specialization in Finance. He has over 26 years of experience across different industries in the areas of Sales & Marketing, Manufacturing, Industrial Relations, Supply Chain, Management of Special Projects, Industrial Engineering and business turnarounds.

(ii) Past Remuneration drawn:

Not applicable since Mr.S. Suresh was appointed as Deputy Managing Director w.e.f. July 1, 2016.

(iii) Recognition & Awards / Achievements:

Nil

(iv) Job Profile and suitability:

Mr. S. Suresh is appointed as the Deputy Managing Director of the Company . He will report to the Managing Director and will be entrusted with the duties and responsibilities as decided by the Managing Director. He will also be responsible to perform such other duties as may from time to time be entrusted by the Board. Taking into consideration the qualifications and expertise, he is best suited for the responsibilities as a Deputy Managing Director.

(v) Remuneration proposed:

The terms of remuneration proposed are detailed in the resolution.

(vi) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior level appointees in other companies.

(vii) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Besides the remuneration proposed, the appointee does not have any other pecuniary relationship with the Company.

III. Other Information :

(i) Reasons for inadequate profits :

The Company has a consistent profit and dividend track record. However, during the year 2015/16, the Company incurred a loss of Rs.66.45 Crore as against Profit after tax of Rs.148.25 Crore in previous year. The Company's primary revenue stream is from sugar and sugar related products. Sugarcane price which is determined by the Govt has shown an increasing trend year after year. The year 2015-16 was a challenging year of the Company as the Sugar industry faced an unprecedented crisis due to all time low sugar selling prices caused by fifth straight year of surplus production as well as a drop in global prices. This coupled with the high sugar cane procurement cost adversely affected the financial performance of the Company. The future profitability of the Company depends upon the trend in sugar prices, the Govt policies on the Sugarcane price , the estimated sugar cane production and availability.

(ii) Steps taken or proposed to be taken for improvement:

The Company has been focussing on a number of initiatives including Total Productivity Management, Cost Management especially fixed cost reduction and improvement in all around efficiency and effectiveness across all parameters. The Company has been working on its sales mix with increased sales to institutions. The Company's overall strategy is to make a differentiation in all aspects whether in products or in processes to sustain a competitive advantage in the face of the continuous risk of the cyclicity in sugar prices and rising cane costs.

(iii) Expected increase in productivity and profits in measurable terms:

The Initiatives taken have already borne results in improving the operational parameters in several areas such as power/steam consumption, downtime, etc. The Govt also has been taking steps to help the sugar industry in terms of various measures viz. compulsory export of sugar linked to the Cane Subsidy, hike in import duty of sugar, abolition of the Duty Free Import Authorization Scheme, Interest Subvention scheme, subsidy for sugar exports, direct subsidy to farmers, remunerative prices for ethanol procurement. However, the single most factor which would drive the performance of the Company is the volatility in sugar selling price and the uncertainty in Sugar cane cost.

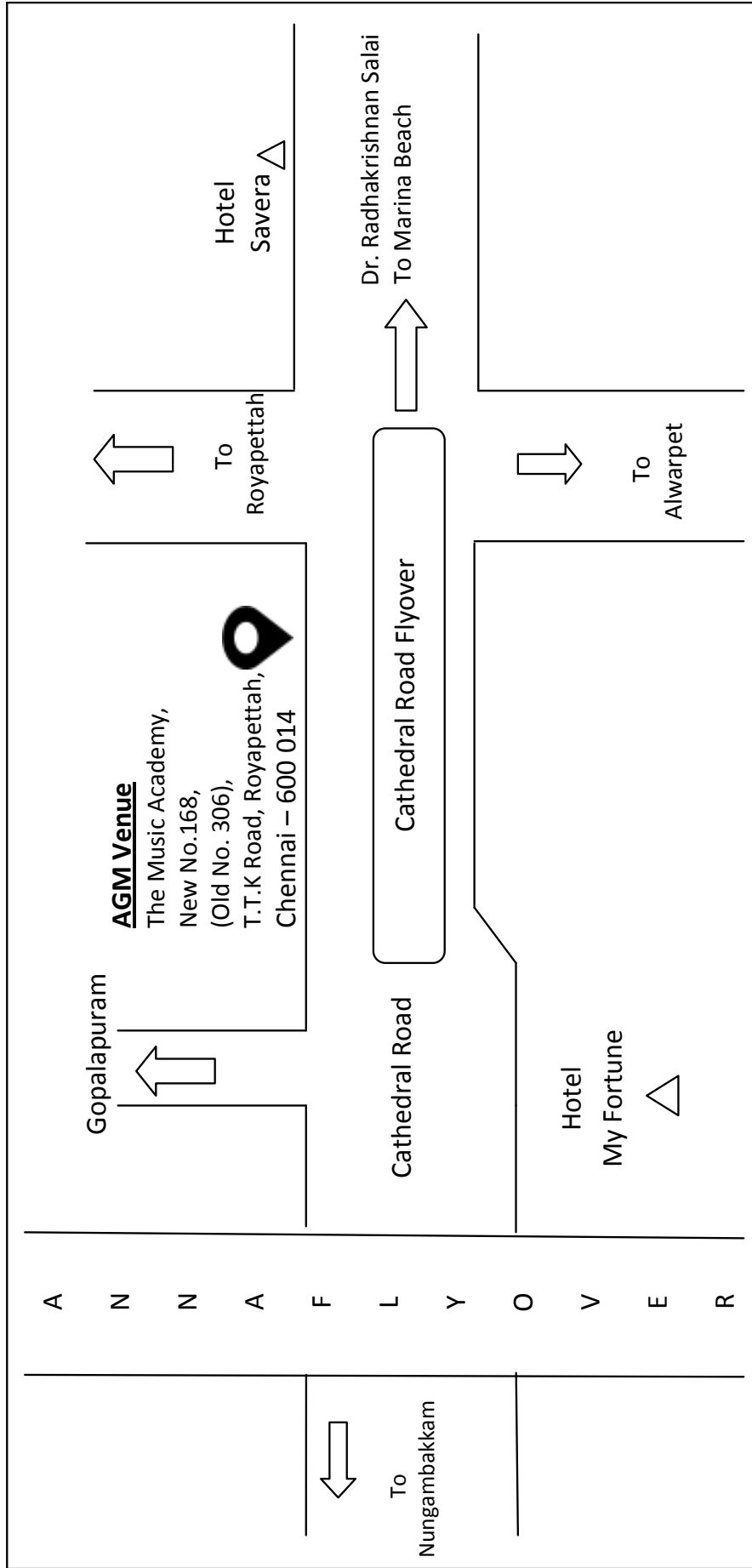
III. Other Disclosures :

Disclosures relating to remuneration and other terms of appointment are available in the Resolution. Remuneration payable to Mr S Suresh with effect from 1st July, 2016, will form part of the Corporate Governance report for the year ended March 31, 2017.

The Company has not made any default in repayment of its debt or interest payable thereon during the preceding financial year 2015-16. Mr. S. Suresh satisfies the conditions laid down in Schedule V to the Companies Act, 2013. The terms of appointment of Mr. S Suresh, as required under Section 190 of the Companies Act, 2013 is available for the inspection of the members at the registered office in accordance the Articles of Association of the Company.

The Route Map for the AGM venue is given in the next page

ROUTE MAP TO AGM VENUE





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

(CIN: L24211TN1975PLC006989)

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

e-mail: investorservices@parry.murugappa.com | website: www.eidparry.com

Tel: 044-25306789 Fax: 044-25341609

Form No. MGT-11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s)		
Registered address:		
E-mail Id:		
Folio No/ Client Id		
DP ID:		

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

Name:	Email Id:
Address:	
	Signature _____

or failing him/ her

Name:	Email Id:
Address:	
	Signature _____

or failing him/ her

Name:	Email Id:
Address:	
	Signature _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 41st Annual General Meeting of the company, to be held on the Friday, August 5, 2016 at 4.30 p.m. at The Music Academy, New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600 014 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Vote#		
		For	Against	Abstain
1.	a) Adoption of Standalone financial statements of the Company for the financial year ended March 31, 2016, the Reports of the Board of Directors and the Auditors thereon and b) Adoption of Consolidated financial statements of the Company for the financial year ended March 31, 2016, the Reports of the Board of Directors and the Auditors thereon.			
2.	Appointment of Director in place of Mr. A. Vellayan (DIN: 00148891) who retires by rotation and being eligible, seeks re-appointment.			
3.	Ratification of appointment of Statutory Auditors.			
4.	Appointment of Dr. (Ms) Rca Godbole (DIN: 07306268) as an Independent Director.			
5.	Ratification of remuneration of the Cost Auditors for the financial year ending March 31, 2017.			
6.	Issue of Non-Convertible Debentures on a private placement basis.			
7.	Appointment of Mr. S. Suresh (DIN: 06999319) as a Director.			
8.	Appointment of Mr. S. Suresh (DIN: 06999319) as Deputy Managing Director and payment of remuneration.			

Signed this _____ day of _____ 2016.

Affix revenue stamp

_____ Signature of shareholder(s)	_____ Signature of Proxy holder(s)
--------------------------------------	---------------------------------------

Note:

1. 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 the commencement of the Meeting.
2. For the Resolutions, Explanatory Statements and Notes, please refer to the notice convening the 41st Annual General Meeting.
3. It is optional to put a '✓' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' or 'Abstain' column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in the box before submission.