

NOTICE

Notice is hereby given that the Forty Fourth Annual General Meeting of the Members of E.I.D.- Parry (India) Limited will be held on **Monday, July 29, 2019 at 3.30 p.m. at The Music Academy, Madras, New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600 014** to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Standalone Financial Statements

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

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

2. Adoption of Consolidated Financial Statements

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

“RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2019 and the report of the Auditors thereon be and are hereby received, considered and adopted.”

3. Confirmation of Dividend

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

“RESOLVED THAT the interim dividends of ₹ 2/- and ₹1/- declared by the Board of Directors on 01/02/2019 and 22/03/2019 respectively on the outstanding equity shares of ₹1/- each for the Financial Year 2018-19 and paid to those equity shareholders whose name appeared in the register of members as on 13/02/2019 and 05/04/2019 being the record dates fixed for this purpose be and are hereby confirmed.”

4. 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 all other applicable provisions, if any, of the Companies Act, 2013, Mr. Ramesh K B Menon (DIN: 05275821) 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.”

SPECIAL BUSINESS

5. Appointment of Independent Director

To consider and if deemed fit, to pass the following resolution as a Special 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 Regulations 17 & 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. V. Manickam (DIN: 00179715) who was appointed as an Independent Director of the Company by the Members with effect from July 30, 2014 and whose term of office expires on July 29, 2019, be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation for another term of three consecutive years from July 30, 2019 upto July 29, 2022.”

6. Payment of remuneration to Managing Director

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

“RESOLVED THAT pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in partial modification of the resolutions passed at the 42nd Annual General Meeting of the Company held on 4th August 2017, consent and approval of the Company be and is hereby accorded for the remuneration payable to Mr. S Suresh (DIN: 06999319) Managing Director for the period from 1st April, 2018 to 31st March 2021 on the terms and conditions as set out in the statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination & Remuneration Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter, modify and vary the terms and conditions of appointment and/or remuneration, in such manner and to such extent as may be agreed to by the Board and Mr. S.Suresh.

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.

RESOLVED FURTHER THAT the remuneration paid to Mr. S. Suresh Managing Director for the period from April 1, 2018 to March 31, 2019 in terms of this Resolution be and the same is hereby approved, confirmed and ratified.

7. 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 all 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 ₹ 8,50,000/- (Rupees Eight lakh Fifty thousand only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration Number: 000042) for conduct of audit of the cost records of the Company for the financial year ending March 31, 2020 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.”

8. Issue of Non-Convertible Debentures

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

“RESOLVED THAT pursuant to the provisions of Sections 42, 71 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 ₹ 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, security, 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.”

9. Payment of Commission to Non-Wholetime Directors of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), the Rules made there under and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, the Directors of the Company (including the alternate Directors), who are neither in the whole-time employment of the Company nor the Managing Director(s) of the Company, be paid in respect of each of the financial years of the Company, on and from the financial year commencing from April 1, 2019 upto the year ending March 31, 2024, remuneration by way of commission not exceeding an amount equal to one percent (1%) of the net profits of the Company for that year as computed under Section 198 of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide, from time to time, the quantum and manner of distribution of the amount of commission to one or more Directors within the limits prescribed and in terms of the Act.

RESOLVED FURTHER THAT the aforesaid commission shall be exclusive of the fees payable to such Directors for attending the meetings of the Board and the Committees thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution.”

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

Biswa Mohan Rath
Company Secretary

Place : Chennai
Date : May 8, 2019

Registered Office:

‘Dare House’, Parys 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) or 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 representatives 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 Item Nos. 5 to 9 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 July 15, 2019 to July 29, 2019 (both days inclusive).
5. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice.
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 Fintech Pvt. Ltd, (Karvy), Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad-500 032 quoting their folio number(s).
7. In terms of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations, 2015), securities of listed Companies can only be transferred in dematerialized form with effect from April 1, 2019. In the view of above, members are advised to dematerialize shares held by them in physical form.
8. The Company has transferred the unpaid or unclaimed dividends declared from time to time upto the financial year 2011-12 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 8, 2018 (date of last Annual General Meeting) on the website of the Company (www.eidparry.com). The said details have also been uploaded on the website of the IEPF Authority and same can be accessed through the link www.iepf.gov.in.
9. In terms of Section 152 of the Companies Act, 2013, Mr. Ramesh K.B. Menon, Director retires by rotation at the Meeting and being eligible, offers himself for reappointment. Details of Directors to be appointed at the ensuing meeting are provided in the "Annexure" to the Notice pursuant to the provisions of (i) SEBI (LODR) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
10. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed in the Annual General Meeting held on August 4, 2017.
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 Karvy. In respect of shares held in demat form, the nomination form may be filed with the concerned 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 Karvy.
The SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
13. Pursuant to Regulations 36 (1) & 44 of the SEBI (LODR) 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 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 Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission at 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, if not cast their vote through remote e-voting.
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. **Information on Remote e-voting & Insta-poll and other information :**

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 SEBI (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Fintech 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) 4581 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 account.
- 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 4581 (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: 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 Fintech 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. 1800-3454-001 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 Thursday, July 25, 2019 (9.00 A.M. IST) and ends on Sunday July 28, 2019 (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 22, 2019, 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.
- 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 22, 2019.
- 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 22, 2019, 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 scrutinizer to scrutinise the remote e-voting and voting at the AGM venue in a fair and transparent manner.
- g. The scrutinizer after scrutinizing 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 scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer'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., July 29, 2019.

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 Check-in 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 & "CAPTCHA" as directed by the system and click on the "submit" 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., Thursday, July 25, 2019 (9.00 A.M. IST) to Sunday, July 28, 2019 (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 ("Act")

Item No. 5

Mr. V Manickam (DIN: 00179715) was appointed as an Independent Director of the Company by the Members on July 30, 2014 to hold office up to July 29, 2019. Notice have been received from a member proposing Mr. V Manickam (DIN: 00179715) as a candidate for the office of Director of the Company.

Mr. V Manickam has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, he 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, based on the performance evaluation and recommendation of the Nomination and Remuneration Committee considers that given his background, experience and contribution, the continued association of Mr V. Manickam would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director of the Company not liable to retire by rotation for a term of three consecutive years from the date of his appointment.

The terms and conditions of appointment of Mr. V Manickam as 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 disclosure under Regulation 36 of the SEBI (LODR) Regulations, 2015 is annexed to this Notice.

The Board recommends the Special resolutions at Item No.5 for approval by the Members.

Except Mr. V Manickam, 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. 5 of the Notice.

Brief Profile of Mr. V Manickam

Mr. V Manickam, is a Chartered Accountant. He has put in more than 29 years of service in Life Insurance Corporation of India in various notable capacities. He retired as Managing Director and CEO of LIC Pension Fund. He is presently the Secretary of Life Insurance Council.

Mr. V Manickam is not related to any other Director of the Company.

Item No. 6

The Board of Directors of the Company ('the Board') at their meeting held on May 18, 2017, on the recommendation of the Nomination & Remuneration Committee, approved the appointment of Mr. S.Suresh as the Managing Director of the Company for a period of five years with effect from August 1, 2017 and also approved payment of remuneration (including minimum remuneration in the event of loss or inadequacy of profits in any year) to him. The said appointment of Mr. S.Suresh as the Managing Director of the Company and the remuneration payable to him were approved by the shareholders at their meeting held on August 4, 2017.

Taking into consideration the size of the Company, the profile of Mr. S Suresh, the responsibilities shouldered by him and the industry benchmarks, yearly increment to which he is entitled and to ensure that the remuneration payable to him is commensurate with the remuneration paid to senior level appointees in other companies which are in the same industry as that of your company, the Nomination and Remuneration Committee and the Board, approved the remuneration of Mr. S Suresh as the Managing Director of the Company for the three year period from April 1, 2018 to March 31, 2021 as follows:

- (i) Basic Salary in the range of ₹ 2,50,000 - ₹ 12,00,000 per month. The annual increments which will be effective from July 1 every year will be decided by the Nomination & Remuneration Committee and the Board.
- (ii) Allowances and Perquisites not exceeding 150% of the Salary
 - (a) Allowances shall include House Rent Allowance, Leave Travel Allowance, Special Allowance, Additional Special Allowance and/or any other allowance as determined by the Nomination & Remuneration Committee.
 - (b) 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, leave encashment 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 & 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 % (at 100% achievement level) of the annual pay (annual pay includes salary, perquisites, allowances, incentives and retirement benefits) as may be determined by the Nomination & 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 Nomination & Remuneration Committee from time to time.

GENERAL

- (i) In the event of absence or inadequacy of profits in any financial year, the above remuneration by way of salary, allowances, perquisites, amenities, facilities, incentive and retirement benefits shall be payable to Mr. S. Suresh, Managing Director as may be determined by the Nomination and Remuneration Committee or Board, subject to the limits as prescribed under the Companies Act, 2013 and rules made there under.
- (ii) Mr. S. Suresh, Managing Director will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- (iii) Mr. S. Suresh, Managing Director, will be subject to all other service conditions as applicable to any other senior management employee of the Company.

As per the provisions of Part II, Section II of Schedule V of the Companies Act, 2013, where in any financial year during the currency of tenure of a managerial person, a company has no profits or its profits are inadequate, it may pay remuneration to the managerial person as specified under the said Schedule provided the payment of remuneration is approved by a resolution passed by the Board and in the case of companies covered under sub-section (1) of section 178 of the Companies Act, 2013, also by the Nomination and Remuneration Committee and an ordinary or special resolution, as the case may be, has been passed at the general meeting of the company for payment of remuneration for a period not exceeding three years and further subject to the company complying with the other conditions specified therein. The remuneration proposed to be paid to Mr S Suresh during the financial years 1st April 2018 to 31st March 2021 in the event of loss or inadequacy of profits in any year is in accordance with Part II of Schedule V of the Companies Act, 2013. Mr. S Suresh is a Professional Director and does not hold any share in the Company. The Company is in compliance with the conditions specified in that schedule for such payment.

During the year ended 31st March 2019, following remuneration was paid to Mr. S Suresh, Managing Director, which is also detailed in the Corporate Governance Report :

Particulars	Amount (in ₹)
Salary	133,32,889
Retiral Benefits	18,53,699
Total	151,86,588

The profit of the Company for the year ended March 31, 2019 computed in accordance with the provisions of Section 198 of the Act was inadequate.

Consent of the Members is being sought for payment of remuneration to Mr S Suresh, Managing Director for the period from 1st April 2018 to 31st March 2021 and for payment of minimum remuneration, in the event of loss or inadequacy of profit in any year during the above said period, including for the year ended March 31, 2019 as detailed above.

Accordingly, special resolution set out under item No 6 of the Notice is submitted to the meeting.

Information required to be disclosed pursuant to part II of Schedule V of the Companies Act, 2013 is annexed.

The Board recommends the Resolutions at Item No.6 for approval by the Members.

Except Mr. S.Suresh, 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. 6 of the Notice.

Item No. 7

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Narasimha Murthy & 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, 2020. 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.7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2020.

The Board recommends the Ordinary Resolution at Item No.7 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. 7 of the Notice.

Item No. 8

The members of the Company, at the previous AGM held on August 8, 2018, had passed a special resolution authorising the Board of Directors of the Company to offer or invite subscription for redeemable non-convertible debentures for an amount not exceeding ₹ 300 Crore in one or more tranches, on private placement. The said resolution is

valid and effective for 1 (One) year till August 7, 2019. The members may note that the Company has issued 1000 Non-convertible debentures of ₹ 10,00,000 each aggregating to ₹ 100 crore during the year 2018-19.

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 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.

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 for an amount not exceeding ₹ 300 Crore on private placement.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 8 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.8 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. 8 of the Notice.

Item No. 9

The role of non-whole time Directors is significant in achieving good performance and establishment of good governance. The responsibility of the non-whole time Directors has increased considerably over the years. In view of the dynamic changes in Company law and the corporate governance norms, there is a

greater demand on the non-whole time Directors in terms of time and preparation for the Board and Committee meetings. Keeping in view the requirement in terms of time and quality on the part of the non-whole time Directors, it is necessary to remunerate them appropriately.

Taking into account the role and responsibilities of the Directors as stated above, it is proposed that, the Directors of the Company (including alternate Directors), who are neither in the whole-time employment of the Company nor the Managing Director(s) of the Company, be paid for each of the five financial years, commencing from April 1, 2019 up to the financial year ending March 31, 2024, a remuneration not exceeding one percent per annum of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013 and applicable Rules, if any, thereunder. This remuneration will be distributed amongst the Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013 and the Rules thereunder. This remuneration shall be in addition to fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever, as may be decided by the Board.

At the 39th Annual General Meeting held on July 30, 2014, the members had approved the payment of remuneration to the non-whole time Directors of the Company, by way of commission not exceeding 1% of the net profits of the Company for a period of five financial years with effect from April 1, 2014 till March 31, 2019, in such manner as the Board of Directors may from time to time determine. Fresh approval of the Members is sought by way of a Special Resolution under the applicable provisions of the Companies Act, 2013 and the Rules thereunder.

The Board recommends the Special Resolution at Item No.9 for approval by the Members.

All the directors and their relatives except Mr. S. Suresh, Managing Director are concerned or interested in the above resolution to the extent of the commission that they may receive. None of the Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 9 of the Notice.

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

Place : Chennai
Date : May 8, 2019

Biswa Mohan Rath
Company Secretary

ANNEXURE TO THE NOTICE DATED MAY 8, 2019

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

Particulars	Mr. Ramesh K.B. Menon	Mr. V. Manickam	Mr. S. Suresh
DIN	05275821	00179715	06999319
Age	58	67	53
Date of first appointment on the Board	08.11.2017	30.01.2013*	01.07.2016
Qualifications	Science graduate from Jaihind College, Mumbai and an alumnus of XLRI, Jamshedpur (Batch of 1985).	Chartered Accountant	Mechanical Engineering Graduate with a Post Graduate Diploma in Industrial Engineering and a MBA with specialization in Finance
Expertise (including expertise in specific functional area) / Brief Resume / Experience	32 Years of experience – 27 years with Madura Coats, handled several HR leadership assignments including HR Head for South Asia & Africa regions consisting of 13 countries. He is the Director-HR & Lead Director – Diversified Business Group, Murugappa Group.	He is a Chartered Accountant. He has put in more than 29 years of service in Life Insurance Corporation of India in various notable capacities.	He has 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.
Terms and Conditions of Appointment / Re-appointment	As per the resolution at Item No. 4 of the Notice convening Annual General Meeting on July 29, 2019 read with explanatory statement thereto, Mr. Ramesh K.B. Menon is proposed to be appointed as Non-Executive Director liable to retire by rotation.	As per the resolution at Item No. 5 of the Notice convening Annual General Meeting on July 29, 2019 read with explanatory statement thereto, Mr. V. Manickam is proposed to be re-appointed as Independent Director who is not liable to retire by rotation.	As per the resolution at Item No. 6 of the Notice convening Annual General Meeting on July 29, 2019 read with explanatory statement thereto.
Remuneration last drawn (including sitting fees, if any)	₹ 2.55 lakh	₹ 3.95 lakh	₹151.87 lakhs**
Remuneration proposed to be paid (except sitting fees and commission)	Nil	Nil	As detailed in the Explanatory Statement to the Notice of the Annual General Meeting.
Shareholding in the Company as on March 31, 2019	Nil	Nil	Nil
No. of meetings of the Board attended during the year	6	6	6

* Appointed as an Independent Director with effect from July 30, 2014 at the Annual General Meeting of the Company held on July 30, 2014.

** Subject to approval of the shareholders at the ensuing Annual General Meeting.

Particulars	Mr. Ramesh K.B. Menon	Mr. V. Manickam	Mr. S. Suresh
Directorship in other Board as on March 31, 2019	1. Tube Investments of India Limited 2. Parry Agro Industries Limited 3. Ambadi Enterprises Limited 4. Parry Enterprises India Limited 5. Triumph Electoral Trust 6. Parry Murray and Company Limited	1. The India Cements Capital Limited 2. BFSI Sector Skill Council of India 3. ICL Financial Services Limited	1. Parry Sugars Refinery India Private Limited 2. Parry International DMCC
Chairman/Member of the Committees of the Boards of which he is a Director	<p><u>E.I.D. - Parry (India) Limited.</u></p> <p>Member - Nomination & Remuneration Committee Member - Stakeholders Relationship Committee</p> <p><u>Ambadi Enterprises Limited</u> Member - Audit Committee Member - Corporate Social Responsibility Committee</p> <p><u>Parry Agro Industries Limited</u> Member - Audit Committee Member - Nomination & Remuneration Committee Member - Corporate Social Responsibility Committee</p> <p><u>Tube Investments of India Limited</u> Member - Audit Committee</p>	<p><u>E.I.D. - Parry (India) Limited.</u></p> <p>Chairman - Audit Committee Chairman - Risk Management Committee Chairman - Corporate Social Responsibility Committee Member - Stakeholders Relationship Committee</p> <p><u>The India Cements Capital Limited</u> Member - Audit Committee</p>	<p><u>E.I.D. - Parry (India) Limited.</u></p> <p>Member - Stakeholders Relationship Committee Member - Risk Management Committee. Member - Corporate Social Responsibility Committee. Member - Loans & Investments Committee</p> <p><u>Parry Sugars Refinery India Private Limited</u> Member - Loan Committee</p>
Inter-se relationship with any Director / Key Managerial Personnel	Nil	Nil	Nil

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

I. General Information:

- (i) Nature of Industry:
The Company is engaged in the manufacturing and marketing of sugar 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, 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.

(₹ in Lakh)

Particulars	2016 – 2017	2017 – 2018	2018 – 2019
Gross Income	2,50,282	2,13,567	2,04,644
Total Expenses	2,26,087	2,00,065	2,10,334
Profit Before Tax	25,665	7,785	18,701
Profit After Tax	28,361	10,101	16,313
Networth	1,47,746	1,63,813	1,71,350
Dividend on Equity %	400%	300%	300%

- (v) Foreign Investments or Collaborations, if any :
Nil

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 28 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: (In ₹)

Particulars	2016-17*	2017-18**	2018-19
Salary	52,42,388	1,17,28,169	1,33,32,889
Retiral Benefits	7,44,715	13,36,828	18,53,699
Total	59,87,103	130,64,997	151,86,588

* Appointed as Deputy Managing Director w.e.f July 1 , 2016.

** Appointed as Managing Director w.e.f August 1 , 2017.

- (iii) Recognition or Awards

Nil

- (iv) Job Profile and his suitability:

Mr. S. Suresh is the Managing Director of the Company. He will 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 Managing Director.

- (v) Remuneration proposed:

The terms of remuneration proposed are detailed in the explanatory statement to 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 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 profit of the Company for the year ended 31st March 2019 computed in accordance with the provisions of section 198 of the Companies Act, 2013 was inadequate for payment of managerial Remuneration as per the provisions of section 197 of the Companies Act, 2013.

The Company's primary revenue stream is from sugar and sugar related products. Sugarcane price which is determined by the Government has shown an increasing trend year after year. The year 2018-19 was a challenging year of the Company as the Sugar industry faced an unprecedented crisis due to an all-time surplus sugar which resulted in the sugar price to fall to unremunerative levels. The global surplus in sugar and high sugarcane price also aggravated the situation further. Though the Government came out with a slew of measures, those were not adequate to revive the beleaguered sugar industry where cane price arrears climbed to as high as ₹ 22,000 Crore. The Government's mandate of minimum sale price and imposition of quota affected the liquidity of Mills. Further, the crushing operations at the factories were affected due to stabilisation issues of new refinery at Haliyal,

loss in recovery and also inadequate cane availability caused by drought in Tamilnadu and competition in Karnataka. This coupled with the high sugarcane procurement cost adversely affected the financial performance of the Company. The future profitability of the Company depends upon the trend in sugar prices, the Government policies on the Sugarcane price, the estimated sugarcane 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 focus on retail sales, sales to institutions and value added products. 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 cyclical in sugar prices and rising cane cost.

(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 Government 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, minimum sugar selling price, hike in import duty of sugar, Interest Subvention scheme, subsidy for sugar exports, direct subsidy to farmers, remunerative prices for ethanol procurement. The foray into retail sales and value added products will bear fruit in the long run. However, the single most factor which would drive the performance of the Company is the volatility in sugar selling price and the uncertainty in sugarcane procurement cost.

III. Other Disclosures:

Disclosures relating to remuneration and other terms of appointment are available in the explanatory statement to the Resolution. Remuneration of Mr S Suresh with effect from April 1, 2018, forms part of the Corporate Governance report for the year ended March 31, 2019. The Company has not made any default in repayment of its debt or interest payable thereon during the previous financial year. 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 with the Articles of Association of the Company.

ROUTE MAP TO AGM VENUE

