

NOTICE TO THE SHAREHOLDERS

Notice is hereby given that the Forty Seventh Annual General Meeting ("AGM") of the Members of E.I.D.- Parry (India) Limited will be held on Tuesday, August 9, 2022 at 10.30 AM Indian Standard Time ("IST") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM") to transact the following business:

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 standalone financial statements of the Company for the financial year ended March 31, 2022 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, 2022 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 first and second interim dividends of ₹ 5.50/- each declared by the Board of Directors on November 8, 2021 and February 28, 2022 respectively during the financial year 2021- 22, on the outstanding equity shares of ₹ 1/- each and paid to those equity shareholders whose name appeared in the register of members and to the beneficial holders of the dematerialised shares as on the record dates as per the details provided by National Securities Depository Limited and Central Depository Services (India) Limited in case the shares are held in electronic form as on November 18, 2021 and March 11, 2022 being the record dates fixed for this purpose be and are hereby confirmed."

4. Re-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, Mr. Ramesh K B Menon (DIN: 05275821), who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company liable to retire by rotation."

5. Re-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, 142 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 thereof, for the time being in force), M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N / N500016) be and is hereby re-appointed as the Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of the 47th Annual General Meeting until the conclusion of the 52nd Annual General Meeting of the Company, on a remuneration of ₹ 47,00,000/- (Rupees Forty Seven Lakh Only) (plus applicable taxes and reimbursement of out of pocket expenses) for the Financial year 2022-23 and as may be decided by the Board on the recommendation of the Audit Committee for the subsequent years."

SPECIAL BUSINESS:

6. Appointment of Mr. Sridharan Rangarajan as a Director.

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

"RESOLVED THAT Mr. Sridharan Rangarajan (DIN: 01814413), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from October 4, 2021 and who holds office up to the date of this Annual General Meeting in terms of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") 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 in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

7. Re-appointment of Managing Director

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 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) and the Articles of Association of the Company, approval of the Company be and is hereby accorded to the re-appointment of Mr. S. Suresh (DIN: 06999319) as the Managing Director of the Company for a period of two years with effect from August 1, 2022 on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting 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 and vary the terms and conditions of re-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."

8. Appointment of Mr. Muthiah Murugappan as a Director

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

"RESOLVED THAT Mr. Muthiah Murugappan (DIN: 07858587), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from May 17, 2022 and who holds office up to the date of this Annual General Meeting in terms of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and applicable provisions of 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) and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of the Director be and is hereby appointed as a Director of the Company, liable to retire by rotation."

9. Appointment of Mr. Muthiah Murugappan as a Whole Time Director

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

"RESOLVED THAT pursuant to 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) and the Articles of Association of the Company, approval of the Company be and is hereby accorded to the appointment of Mr. Muthiah Murugappan (DIN: 07858587) as a Whole-Time Director of the Company and designated as "Whole-Time Director and Chief Executive Officer" for a period of Five years with effect from May 17, 2022 on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting 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 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. Muthiah Murugappan.

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."

10. 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 ₹ 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, 2023 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."

11. Appointment of Ms. Meghna Apparao as an 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, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 16 (1) (b), 17 and 25 of 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], Ms. Meghna Apparao (DIN: 09201659), who was appointed as an Additional Director and designated as a Non-Executive and Independent Director of the Company with effect from July 1, 2022 by the Board pursuant to Section 161(1) of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 (1) of the Act proposing her candidature for office of Director and who has submitted

a declaration that she meets the criteria of Independence as provided under the Act and the Listing Regulations and who is eligible for appointment as an Independent Director, be and is hereby appointed as a Non-Executive and Independent Director of the Company, not liable to retire by rotation, to hold office for an initial term of five consecutive years commencing from July 1, 2022 to June 30, 2027."

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

Place: Chennai
Date: June 30, 2022

Biswa Mohan Rath
Company Secretary

Registered Office:
'Dare House', Parrys Corner, Chennai - 600 001.
CIN: L24211TN1975PLC006989
Tel. : +91-044-25306789
Fax.: +91-044-25306930
E-mail: investorservices@parry.murugappa.com
Website: www.eidparry.com

NOTES

- In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021 and May 5, 2022 (collectively referred to as "MCA Circulars") permitted for holding the Annual General Meeting ("AGM") through VC / OAVM without physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
- As per the MCA Circulars and Securities and Exchange Board of India ("SEBI") Circulars dated May 12, 2020, January 15, 2021 and May 13, 2022, Notice of the AGM along with the Annual Report 2021-22 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant(s) unless any member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2021-22 will also be available on the Company's website www.eidparry.com, website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of Company's Registrar and Transfer Agent (RTA), KFin Technologies Limited ("KFin") at <https://evoting.kfintech.com/>.
- Company has appointed KFin, Registrar and Transfer Agent, to provide Video Conferencing facility for the AGM and the attendant enablers for conducting the AGM.
- Generally, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to send their authorised representatives to attend the meeting are requested to send to the Company a scanned copy of the Board or governing body Resolution / Authorization etc., authorising their representatives to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution / Authorization shall be sent to the

Scrutinizer by email through registered email address to rsaevoting@gmail.com with a copy marked to evoting@kfintech.com. Institutional shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution" displayed under "e-Voting" tab in their login.

7. Statement pursuant to Section 102 of the Act in respect of the Item Nos. 6 to 11 to be transacted at the AGM as set out in the Notice, is annexed hereto.
8. The Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, August 3, 2022 to Tuesday, August 9, 2022 (both days inclusive)**.
9. 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.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote through remote e-voting.
11. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or KFin, the details of such folios together with the share certificates for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialised form.
12. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone / mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., a. For shares held in electronic form: to their Depository Participants (DPs) b. For shares held in physical form: to the Company / Registrar and Transfer Agent in prescribed Form ISR-1 and other forms pursuant to SEBI Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/655 dated November 3, 2021. The Company has sent letters to shareholders for furnishing the required details.
13. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated

January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division / splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4 / ISR - 5, the format of which is available on the Company's website at <https://www.eidparry.com> and KFin's website https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. It may be noted that any service request can be processed only after the folio is KYC Compliant.

14. SEBI vide its notification dated January 24, 2022 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialised form. In view of the same and to eliminate all risks associated with physical shares and avail various benefits of dematerialisation, Members are advised to dematerialise the shares held by them in physical form. Members can contact the Company or KFin, for assistance in this regard.
15. The Company has transferred the unpaid or unclaimed dividends declared upto the financial year 2014-15 from time to time to the Investor Education and Protection Fund ("IEPF") established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of the IEPF Authority and same can be accessed through the link www.iepf.gov.in. The Members, whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by making an online application to the IEPF Authority in web Form No. IEPF-5 available on www.iepf.gov.in.
16. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2022 on the website of the Company (www.eidparry.com).
17. Information as required under the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, in respect of appointment / reappointment of directors is furnished and forms part of the notice.
18. As per the provisions of Section 72 of the Act 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 Form SH-13

with KFin. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.eidparry.com/shareholder-assistance/> and KFin's website https://ris.kfintech.com/clientservices/isc/default.aspx#isc_download_hrd. In respect of shares held in demat form, the nomination form may be filed with the concerned Depository Participant(s).

19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under section 189 of the Act, certificate of Secretarial Auditor under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 relating to Company ESOP Scheme / Plan and relevant documents referred to in the proposed resolutions will be available for inspection by the members electronically during the meeting. Members seeking to inspect such documents can send an email to investorservices@parry.murugappa.com.
20. The details of unclaimed fractional shares proceeds pursuant to the Scheme of Arrangement (Demerger) between Parrys Sugar Industries Limited and the Company and Scheme of Amalgamation of Parrys Sugar Industries Limited with the Company are provided in the General Shareholder Information forming part of this annual report.
21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
22. Pursuant to the Finance Act, 2020, dividend income will be taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialised form) and the Company / KFin (if shares are held in physical form).
23. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G / 15H, to avail the benefit of non-deduction of tax at source by submitting the documents in accordance with the provisions of the Income Tax Act, 1961 at <https://ris.kfintech.com/form15>. Shareholders are requested to note that in case their PAN is not registered or having invalid PAN or a Specified Person as defined

under section 206AB of the Income-tax Act, 1961 the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Income-tax Act, 1961, as applicable.

24. Procedure for registering the email addresses and obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form):

Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication electronically including Annual Report, Notices, Circulars, etc. from the Company by following the procedure given below:

- a) Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
- b) Members holding shares in physical form and who have not registered their email address and mobile number, are requested to update by sending from their email id to be registered, duly filled and signed Form ISR-1 (Form for registering PAN, KYC details, mobile number or changes / updation thereof), to the Registrar and Transfer Agent of the Company - KFin Technologies Limited, Unit: E.I.D.- Parry (India) Limited, Selenium Tower B, Plot No 31 & 32, Gachibowli, Financial District, Hyderabad-500 032 or by email to einward.ris@kfintech.com or investorservices@parry.murugappa.com for receiving the AGM documents electronically.
- c) All Members whose email address are not registered with Company / DP may temporarily get their email address and mobile number registered with RTA by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> and following the steps mentioned therein to enable receipt of the Annual Report, AGM Notice and e-voting instructions electronically.
- d) In case of any queries, shareholder may write to einward.ris@kfintech.com.
- e) Those members who have registered their e-mail address, mobile number, postal address and bank account details are requested to validate / update their registered details by contacting the Depository Participant in case of shares held in electronic form. 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 M/s. KFin Technologies Limited (KFin), Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad-500 032 quoting their folio number(s).

25. Instructions to the Members for attending the AGM through Video Conference:

- a) Attending the AGM: Member will be provided with a facility to attend the AGM through video conferencing platform provided by KFin Technologies Limited. Members may access the same at <https://emeetings.kfintech.com>. The link for AGM will be available in 'shareholders'/'members' login where the EVENT and the Name of the Company can be selected. On login page enter the login credentials [i.e. User ID (in case of Demat Account enter – DP ID and Client ID / in case of physical mode enter Folio No.) and Existing Password]. After logging in, click on "Video Conference" option.
- b) Members will be permitted to participate in the AGM on first come first serve basis (FCFS), as the participation through video conferencing is limited to 1,000 members only. The members can login and join 15 minutes prior to the scheduled time of the AGM on FCFS basis and the window for joining will be kept open till expiry of 15 minutes after the scheduled time of AGM.
- c) Members who have forgotten the Password are advised to use "Forgot Password" options available on the website.
- d) Members are encouraged to join the Meeting through Laptops / Desktops with Google Chrome for better experience.
- e) Further, Members are requested to use Internet with good speed to avoid any disturbance during the meeting.
- f) Please note that participants using Mobile Devices or Tablets or Laptops and are accessing the internet via "Mobile Hotspot" may experience Audio / Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- g) Shareholders holding shares as on cut-off date may visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries" to post their queries / views/questions in the window provided, by mentioning their name, demat account number / folio number, email

ID, mobile number. The posting of the questions by the shareholders / members shall commence from Thursday, August 4, 2022 at 9.00 a.m. and shall close on Saturday, August 6, 2022 at 5.00 p.m.

- h) Speaker Registration before AGM: Shareholder who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/> and click on "Speaker Registration". Mention the demat account number / folio number, city, email id, mobile number and register yourself as speaker. The speaker registration shall commence from Thursday, August 4, 2022 at 9.00 a.m. and shall close on Saturday, August 6, 2022 at 5.00 p.m. Shareholders shall be provided with a 'queue number' before the AGM. Shareholders are requested to remember the same and wait for their turn to be called by the moderator of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as mentioned above. The Company reserves the right to restrict the speakers at the AGM to only those Members who have registered themselves, depending on the availability of time for the AGM.

26. Information on Remote e-voting and other information:

Remote e-voting :

In compliance with the provisions of Section 108 of the Act and Rules made thereunder, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the members facility to exercise their right to vote through the e-Voting services provided by KFin, on all the resolutions set forth in this Notice.

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. The details of the process and manner for remote e-Voting is explained herein below

- I. Individual shareholders holding shares of the Company in Demat mode:

The procedure to login and access remote e-Voting as devised by Depositories / Depository Participants are given below:

A. Individual Shareholders holding shares in Demat mode with National Securities Depository Limited ("NSDL") :

1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- i. Type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
- ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section.
- iii. A new page will open. Enter your User ID and Password for accessing IDeAS.
- iv. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left hand side.
- v. Click on "Active E-voting Cycles" option under E-voting.
- vi. You will see Company Name: "E.I.D.- Parry (India) Limited" on the next screen. Click on the e-Voting link available against E.I.D.- Parry (India) Limited or select e-Voting service provider "KFin Technologies Limited" and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.

2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:

- i. To register, type in the browser / Click on the following e-Services link: <https://eservices.nsdl.com>
- ii. Select option "Register Online for IDeAS" available on the left hand side of the page.
- iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc.
- iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. Users may directly access the e-Voting module of NSDL as per the following procedure:

- i. Type in the browser / Click on the following link: <https://www.evoting.nsdl.com/>
- ii. Click on the button "Login" available under "Shareholder / Member" section.
- iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform) / through generation

of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen.

- iv. On successful authentication, you will enter the e-Voting module of NSDL. Click on "Active E-voting Cycles / VC or OAVMs" option under e-Voting. You will see Company Name: "E.I.D.- Parry (India) Limited" on the next screen. Click on the e-Voting link available against E.I.D.- Parry (India) Limited or select e-Voting service provider "KFin Technologies Limited" and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.

B. Individual Shareholders holding shares in Demat mode with Central Depository Services (India) Limited ("CDSL") :

1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure:

- i. Type in the browser / Click on any of the following links: <https://web.cdslindia.com/myeasi/home/login> or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Microsoft Edge and Mozilla Firefox)
- ii. Enter your User ID and Password for accessing Easi / Easiest.
- iii. You will see Company Name: "E.I.D.- Parry (India) Limited" on the next screen. Click on the e-Voting link available against E.I.D.- Parry (India) Limited or select e-Voting service provider "KFin Technologies Limited" and you will be re-directed to the e-Voting page of KFin to cast your vote without any further authentication.

2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:

- i. To register, type in the browser / Click on the following link: <https://web.cdslindia.com/myeasi/Registration/EasiRegistration>
- ii. Proceed to complete registration using your DPID Client ID (BO ID), etc.
- iii. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote.

3. Users may directly access the e-Voting module of CDSL as per the following procedure:

- i. Type in the browser / Click on the following links:
www.cdslindia.com / https://www.evotingindia.com
- ii. Provide Demat Account Number and PAN
- iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.
- iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against E.I.D.- Parry (India) Limited or select e-Voting service provider "KFin Technologies Limited" and you will be re-directed to the e-Voting page of KFin.

C. Individual shareholders holding shares in Demat mode – Procedure to login through their demat accounts / Website of Depository Participant:

Individual shareholders holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL / CDSL. An option for "e-Voting" will be available once they have successfully logged-in through their respective logins. Click on the option "e-Voting" and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). Click on the e-Voting link available against E.I.D. – Parry (India) Limited or select e-Voting service provider "KFin Technologies Limited" and you will be redirected to the e-Voting page of KFin to cast your vote without any further authentication.

Members who are unable to retrieve User ID / Password are advised to use "Forgot User ID" / "Forgot Password" options available on the websites of Depositories / Depository Participants.

Contact details in case of any technical issue:

Securities held with NSDL

Members facing any technical issue during login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free numbers: 1800 1020 990 / 1800 22 44 30

Securities held with CDSL

Members facing any technical issue during login can contact CDSL helpdesk by sending a request at helpdesk. evoting@cdslindia.com or contact at 022- 23058738 or 022- 23058542-43

- II. Information and instructions for remote e-Voting by shareholders other than individuals holding shares of the Company in demat mode and all shareholders holding shares in physical mode:
 - A. In case a Member receives an e-mail from the Company / KFin [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: <https://evoting.kfintech.com>
 - ii. Enter the login credentials. In case of physical folio, User ID will be EVEN followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. If you are already registered with KFin for e-Voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-3094-001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password. Members who forgotten the Password are advised to use "Forgot Password" options available on the website.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. If you are logging-in for the first time, you will reach Password Change Menu wherein you are required to mandatorily change your password. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (0-9) and a special character (@, #, \$, etc.,). 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. The system will also prompt you to update your contact details like mobile number, e-mail address, etc. on first login.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the E-Voting Event Number (EVEN): 6740 for E.I.D.- Parry (India) Limited.
 - vii. On the voting page, enter the number of shares as on the Cut-off Date under either "FOR" or "AGAINST" or alternatively, you may partially enter any number under "FOR" / "AGAINST", but the total number under "FOR" / "AGAINST" taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to "ABSTAIN" and vote will not be counted under either head.

- viii. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / 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.
 - xii. Once you confirm, you will not be allowed to modify your vote.
 - xiii. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI etc.) are 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 Scrutiniser through email ID: rsaevoting@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the above-mentioned documents should be in the naming format "EID Parry- 47th AGM".
- B. In case whose email address is not registered with the Company / Depository Participants, kindly follow the instruction in Note 24.
- C. In case of any query on e-voting, Members may refer to the "Help" and "FAQs" sections / E-voting user manual available through a dropdown menu in the "Downloads" section of KFin's website for e-voting: <https://evoting.kfintech.com> or contact KFin as per the details given below.
- D. Members are requested to note the following contact details for addressing e-voting related grievances:
- Ms. Sheetal Doba, Manager - Corporate Registry,
M/s KFin Technologies Limited,
Selenium, Tower B, Plot No. 31 & 32,
Financial District, Gachibowli,
Hyderabad - 500032.
Toll-free No.: 1800 309 4001
Email: einward.ris@kfintech.com
- 27. Other Instructions:**
- I. The e-Voting period commences on Friday, August 5, 2022 (9.00 a.m. IST) and ends on Monday, August 8, 2022 (5.00 p.m. IST). The e-Voting module shall be disabled for voting thereafter.
 - II. The Members, whose names appear in the Register of Members / list of Beneficial Owners as on Tuesday, August 2, 2022, being the cut-off date, are entitled to vote on the Resolutions set forth in this Notice, in the proportion of their shareholding of the paid-up capital of the equity shares of the Company. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
 - III. In case a person (individual holding shares in physical mode / non individuals) has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting, he / she may obtain the User ID and Password by writing to KFin at evoting@kfintech.com or to the Company at investorservices@parry.murugappa.com requesting for user ID and password. On receipt of user ID and password, the steps from Sl. Nos. (i) to (vii) mentioned in Note 26 II (A) above should be followed for casting of vote.
 - IV. 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.
 - V. The scrutiniser's decision on the validity of the vote shall be final.
 - VI. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final.
 - VII. The scrutinizer after scrutinizing the votes cast at the meeting and through remote e-voting, within two working days of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman or any other person authorised by him. 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 KFin Technologies Limited, <https://evoting.kfintech.com/>. The results shall simultaneously be communicated to the stock exchanges.
 - VIII. 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 09, 2022.
28. Instructions for members for Voting during the AGM session:
- a) The e-voting window shall be activated upon instructions of the Chairman during the AGM.

- b) E-voting during the AGM is integrated with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM, however, they shall not be allowed to cast their vote again during the AGM.

Statement pursuant to Section 102 of the Companies Act, 2013 ("Act")

Item No. 5

This explanatory statement is in terms of Regulation 36(5) of the Listing Regulations. This is not required under Section 102 of the Act.

The Members at the forty-second Annual General Meeting of the Company held on August 4, 2017, had approved the appointment of Price Waterhouse Chartered Accountants LLP, (PW) Chartered Accountants (Firm Registration No.: 012754N / N500016), as Statutory Auditors of the Company, to hold office till the conclusion of the forty-seventh Annual General Meeting.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company, based on the recommendation of the Audit Committee, at its meeting held on May 17, 2022, has proposed the re-appointment of PW, Chartered Accountants (Firm Registration No.: 012754N / N500016), as the Statutory Auditors of the Company, for a term of five consecutive years from the conclusion of forty-seventh Annual General Meeting till the conclusion of fifty-second Annual General Meeting of the Company to be held in the year 2027, on a remuneration of ₹ 47,00,000/- (Rupees Forty Seven Lakh Only) (plus applicable taxes and reimbursement of out of pocket expenses) for the Financial year 2022-23 Statutory Audit and as may be decided by the Board on the recommendation of the Audit Committee for the subsequent years.

PW have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act.

PW was established in the year 1991 and was converted into a limited liability partnership in the year 2014. The Firm is a member firm of Price Waterhouse & Affiliates, a network of firms registered with the Institute of Chartered Accountants of India having Network Registration No. NRN/E/14. Price Waterhouse & Affiliates is a network of eleven separate,

distinct and independent Indian chartered accountant firms, each of which is registered with the Institute of Chartered Accountants of India. The Firm has more than 75 Assurance Partners as at April 1, 2022. It has a valid peer review certificate and audits various companies listed on stock exchanges in India.

The Board recommends the Ordinary Resolution set out at Item No. 5 of the Notice for approval by the Members.

Memorandum of Interest: None of the Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested in the Resolution set out at Item No. 5 of the Notice.

Item No. 6

Mr. Sridharan Rangarajan was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on October 4, 2021. As Additional Director, he holds office up to the date of the ensuing Annual General Meeting. In terms of Section 161 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, he is eligible for appointment as Director of the Company. Notice has been received from member proposing Mr. Sridharan Rangarajan as candidate for the office of Director of the Company.

A brief resume and other details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2, is enclosed as Annexure to this notice.

Mr. Sridharan Rangarajan is not related to any other Director of the Company. The Board recommends the Ordinary Resolution set out at Item No. 6 of the Notice for approval by the Members.

Memorandum of Interest: Except Mr. Sridharan Rangarajan, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 6 of the Notice.

Item No. 7

Mr. S. Suresh was appointed as the Managing Director of the Company for a period of five years from August 1, 2017 by the Board at their meeting held on May 18, 2017. The appointment of Mr. S. Suresh was approved by the Members at the 42nd AGM held on August 4, 2017. The Board at their meeting held on May 17, 2022, on the recommendation of the Nomination & Remuneration Committee, re-appointed Mr. S. Suresh as the Managing Director of the Company for a period of two years with effect from August 1, 2022 on a remuneration as set out below subject to the limits as prescribed under the Companies Act, 2013.

Basic Salary: ₹ 6,47,960 per month.

The annual increments which will be effective from July 1 every year will be decided by the Nomination & Remuneration Committee.

(i) Allowances and Perquisites not exceeding 300% of the basic 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.

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.

(ii) 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.

(iii) 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.

(iv) 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

- a) 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 shall be paid to Mr. S. Suresh, Managing Director as may be determined by the Board or the Nomination and Remuneration Committee in accordance with the limits, prescribed under the Companies Act, 2013.
- b) Mr. S. Suresh, Managing Director, will be subject to all other service conditions as applicable to any other senior management employee of the Company.

A brief resume and other details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2, is enclosed as Annexure to this notice.

Mr. S. Suresh is not related to any other Director of the Company. The Board recommends the Ordinary Resolution set out at Item No. 7 of the Notice for approval by the Members.

Memorandum of Interest: Except Mr. S.Suresh, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 7 of the Notice.

Item No. 8

Mr. Muthiah Murugappan was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on May 17, 2022. As Additional Director, he holds office up to the date of the ensuing Annual General Meeting. In terms of Section 161 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, he is eligible for appointment as Director of the Company. Notice has been received from a member proposing Mr. Muthiah Murugappan as candidate for the office of Director of the Company.

A brief resume and other details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2, is enclosed as Annexure to this notice.

Mr. Muthiah Murugappan is not related to any other Director of the Company within the meaning of Companies Act, 2013. He is a promoter of the Company. He is the nephew (Brother's son) of the Chairman Mr. M.M. Venkatachalam. The Board recommends the Ordinary Resolution set out at Item No. 8 of the Notice for approval by the Members.

Memorandum of Interest: Except Mr. Muthiah Murugappan, being the appointee and as stated above, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 8 of the Notice.

Item No. 9

The Board at their meeting held on May 17, 2022, on the recommendation of the Nomination & Remuneration Committee, appointed Mr. Muthiah Murugappan as a Whole-Time Director of the Company and designated as "Whole-Time Director and Chief Executive Officer" for a period of Five years with effect from May 17, 2022 on a remuneration as set out below, subject to the limits prescribed under the Companies Act, 2013.

Basic Salary: ₹ 5,40,910 per month.

The annual increments which will be effective from July 1 every year will be decided by the Nomination & Remuneration Committee.

- (i) Allowances and Perquisites not exceeding 300% of the basic 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.

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.

(ii) Incentive

Based on the achievement of the performance parameters laid down, an amount not exceeding 12 times of the monthly basic salary as may be decided by the Nomination & Remuneration Committee.

(iii) 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.

GENERAL

- a) 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 shall be paid to Mr. Muthiah Murugappan, Whole-Time Director as may be determined by the Board or the Nomination and Remuneration Committee in accordance with the limits, prescribed under the Companies Act, 2013.
- b) Mr. Muthiah Murugappan, Whole-Time Director, will be subject to all other service conditions as applicable to any other senior management employee of the Company.

A brief resume and other details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards - 2, is enclosed as Annexure to this notice.

The Board recommends the Ordinary Resolution set out at Item No. 9 of the Notice for approval by the Members.

Memorandum of Interest: Except Mr. Muthiah Murugappan, being the appointee and as stated earlier, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolutions set out at Item No. 9 of the Notice.

Item No. 10

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, 2023. 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.10 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2023.

The Board recommends the Ordinary Resolution set out at Item No. 10 of the Notice for approval by the Members.

Memorandum of Interest: None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

Item No. 11

The Board of Directors at their meeting held on June 30, 2022, on the recommendation of the Nomination and Remuneration committee, appointed Ms. Meghna Apparao (DIN: 09201659), as an Additional Director designated as a Non Executive and Independent Director of the company, with effect from July 1, 2022, under Sections 149, 150 and 161 of the Act read with Schedule IV thereto and Article 17.3 of the Articles of Association of the Company.

In terms of Regulation 17 (1C) of the Listing Regulations, Ms. Meghna Apparao shall hold office up to the date of next general meeting or for a period of three months from the date of appointment, whichever is earlier. The Company has received notice under Section 160 of the Act, from a member proposing Ms. Meghna Apparao as candidate for the office of Director.

As per the provisions of section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations, Ms. Meghna Apparao has given consent & declaration to the Board that she meets the criteria of independence as provided thereunder. In the opinion of the Board, Ms. Meghna Apparao fulfils

the conditions specified in the Act and the Rules framed thereunder and the Listing Regulations for an Independent Director and is independent of the management. She is not related to any other director or KMP of the Company and does not hold any shares in the company in her individual capacity or on a beneficial basis for any other person.

The Board / Nomination and Remuneration Committee has reviewed / evaluated the balance of skills, knowledge and experience on the Board and identified the role and capabilities required of an Independent Director and considered that the appointment of Ms. Meghna Apparao with this experience and expertise will be of immense value addition to the Company.

The appointment of Ms. Meghna Apparao as an Independent Director of the Company is not liable to retire by rotation and for a term of five consecutive years commencing from July 1, 2022, to June 30, 2027.

A brief resume and other details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards – 2, is enclosed as Annexure to this notice.

The Board recommends the Special Resolution set out at Item No. 11 of the Notice for approval by the Members.

Memorandum of Interest: Except Ms. Meghna Apparao, being the appointee, 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. 11 of the Notice.

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

Biswa Mohan Rath
Company Secretary

Place: Chennai
Date: June 30, 2022

Registered Office:
'Dare House', Parrys Corner, Chennai - 600 001.
CIN: L24211TN1975PLC006989
Tel. : +91-044-25306789
Fax.: +91-044-25306930
E-mail: investorservices@parry.murugappa.com
Website: www.eidparry.com

ANNEXURE TO THE NOTICE**DETAILS PERTAINING TO DIRECTORS AS REQUIRED UNDER REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS**

Particulars	Mr. Ramesh K B Menon	Mr. Sridharan Rangarajan	Mr. S. Suresh
DIN	05275821	01814413	06999319
Date of Birth	21.10.1960	16.03.1966	16.04.1966
Date of first appointment on the Board	08.11.2017	04.10.2021	01.07.2016
Qualifications	Science graduate from Jainhind College, Mumbai and an alumnus of XLRI, Jamshedpur (Batch of 1985).	Commerce graduate, an associate member of the Institute of Chartered Accountants of India and graduate member of the Institute of Cost and Works Accountants of India.	Mechanical Engineering Graduate with a Post Graduate Diploma in Industrial Engineering and an MBA with specialization in Finance.
Expertise (including expertise in specific functional area) / Brief Resume / Experience	35 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 served as Director HR & Lead Director – Diversified Business Group, Murugappa Group	30 years of overall experience in various fields like banking, manufacturing, contracting, service and distribution businesses.	32 years of Experience across different industries in the areas of Sales and Marketing, Manufacturing, Industrial Relations, Supply Chain, Management of Special Projects, Industrial Engineering and Business Turnarounds.
Terms and Conditions of the Appointment / Re-appointment	As per the resolution at Item No. 4 of the Notice convening the Annual General Meeting on August 9, 2022, Mr. Ramesh K.B. Menon is proposed to be appointed as Non-Executive Director and Non – Independent Director liable to retire by rotation.	As per the resolution at Item No.6 of the Notice convening the Annual General Meeting on August 09, 2022 read with explanatory statement thereto, Mr. Sridharan Rangarajan is proposed to be appointed as a Non-Executive and Non – Independent Director liable to retire by rotation.	As per the resolution at Item No. 7 of the Notice convening the Annual General Meeting on August 9, 2022 read with explanatory statement thereto, Mr. S. Suresh is proposed to be re-appointed as Managing Director for two years w.e.f. August 1, 2022.
Remuneration last drawn (including sitting fees, if any)	₹17.20 Lakh*	₹7.40 Lakh*	₹ 197.42 Lakh
Remuneration proposed to be paid (except sitting fees and commission)**	Nil	Nil	As per the resolution at Item No. 7 of the Notice convening Annual General Meeting on August 9, 2022 read with explanatory statement thereto.

Shareholding in the Company as on June 30, 2022	Nil	Nil	20,300	
No. of meetings of the Board attended during the year	9	5	9	
Directorship in other Board as on June 30, 2022	1. Parry Agro Industries Limited 2. Ambadi Enterprises Limited 3. Triumph Electoral Trust 4. Kan and More Private Limited	1. Cholamandalam Financial Holdings Limited - Listed 2. Carborundum Universal Limited - Listed 3. Parry Agro Industries Limited 4. Pluss Advanced Technologies Private Limited 5. Cholamandalam MS General Insurance Company Limited 6. Cholamandalam MS Risk Services Limited 7. Net Access India Limited	1. Parry Sugars Refinery India Private Limited 2. Parry Infrastructure Company Private Limited	
Chairman / Member of the Committees of the Boards of which he is a Director	<u>Parry Agro Industries Limited</u> Audit Committee - Member Nomination and Remuneration Committee - Member	<u>Carborundum Universal Limited</u> Audit Committee - Member Stakeholders Relationship Committee - Member Investment Committee - Member <u>Cholamandalam Financial Holdings Limited</u> Audit Committee - Member Stakeholders Relationship Committee - Member Risk Management Committee - Member <u>Cholamandalam MS General Insurance Company Limited</u> Audit Committee - Member Policyholders' Protection Committee - Member Management Committee - Member Investment Committee - Member Business Committee - Member Risk Management Committee - Member	<u>Parry Sugars Refinery India Private Limited</u> Loans and Investments Committee - Member	
Listed Company from which the appointee resigned the Directorship during the past 3 years	1. Tube Investments of India Limited 2. Coromandel International Limited	Nil	Nil	
Inter-se relationship with any Director / Key Managerial Personnel	Nil	Nil	Nil	

* includes commission to be payable after approval of the financial statements at the ensuing AGM.

** Sitting fees payable, Board and Audit Committee - ₹ 50000 per meeting and ₹ 30000 per other Committee meeting, Commission payable will be based upon profit and as may be recommended by the Nomination and Remuneration Committee (NRC) / Board of directors and approved by the shareholders.

Particulars	Mr. Muthiah Murugappan	Ms. Meghna Apparao
DIN	07858587	09201659
Date of Birth	17.09.1983	21.05.1978
Date of first appointment on the Board	17.05.2022	01.07.2022
Qualifications	MBA from London Business School. B.Sc. Management Sciences graduate from University of Warwick (Warwick Business School).	Science Graduate from Stella Maris College, MBA from Faculty of Management Studies - University of Delhi. Chevening Fellow (CRISP) from University of Oxford.
Expertise (including expertise in specific functional area) / Brief Resume / Experience	15 years in a wide spectrum of areas such as Brand Management, General Management, Financial Planning & Analysis, Strategy, Sales and Marketing.	22 years of Experience across different industries in the areas of Sales and Marketing, Strategy and E-commerce.
Terms and Conditions of the Appointment / Re-appointment	As per the resolution at Item No. 8 and 9 of the Notice convening the Annual General Meeting on August 9, 2022 read with explanatory statement thereto.	As per the resolution at Item No. 11 of the Notice convening the Annual General Meeting on August 9, 2022 read with explanatory statement thereto. Ms. Meghna Apparao is appointed as an Independent Director of the company w.e.f July 1, 2022 for a term of five consecutive years, and is not liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	NA	NA
Remuneration proposed to be paid (except sitting fees and commission)	As per the resolution at Item No. 9 of the Notice convening the Annual General Meeting on August 9, 2022 read with explanatory statement thereto.	Nil
Shareholding in the Company as on June 30, 2022	Nil	Nil
No. of meetings of the Board attended during the year	NA	NA
Directorship in other Board as on June 30, 2022	1. Mahindra and Mahindra Limited - Listed 2. Algavista Greentech Private Limited 3. Murugappa Morgan Thermal Ceramics Limited	Nil
Chairman / Member of the Committees of the Boards of which he is a Director	<u>Mahindra and Mahindra Limited</u> Corporate Social Responsibility Committee - Member Stakeholders Relationship Committee - Member	Nil
Inter-se relationship with any Director / Key Managerial Personnel (KMP)	He is not related to any Director or KMP of the Company within the meaning of Companies Act, 2013. He is the nephew (Brother's son) of the Chairman Mr. M.M. Venkatachalam	Nil