

**E.I.D. - Parry (India) Limited**

Regd.Office : Dare House, 234, N.S.C.Bose Road, Parys Corner, Chennai 600001, India.

Tel : 91.44 25306789 Fax : 91.44. 25341609 / 25340858

CIN : L24211TN1975PLC006989

Website : www.eidparry.com

January 23, 2017

National Stock Exchange of India Ltd Exchange Plaza, 5 <sup>th</sup> Floor Plot No.C/1, G. Block Bandra Kurla Complex, Bandra (E) <u>Mumbai - 400 051</u>  <b><u>Scrip Code: EIDPARRY</u></b>	BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, <u>Mumbai - 400 001.</u>  <b><u>Scrip Code No: 500125</u></b>
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Dear Sirs,

**Sub.: Results of Postal Ballot pursuant to Regulation 44(3) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015**

This has reference to our letters dated December 22, 2016 intimating the dispatch of postal ballot notice to the members of the Company seeking their approval by way of special resolutions for the following:

1. Approval for alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association of the Company.
2. Approval for the E.I.D. - Parry (India) Limited - Employee Stock Option Plan 2016 ("ESOP 2016") and grant of stock options to Employees of the Company under the ESOP 2016.
3. Approval for grant of stock options to Employees of the subsidiaries of the Company under the ESOP 2016.
4. Approval for re-appointment of Mr.V.Ramesh as the Managing Director for a period of one year with effect from 30<sup>th</sup> January, 2017.

Please find enclosed the details of the result of the Postal Ballot announced today together with the particulars of the voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Also find attached the Scrutiniser' Report dated 23<sup>rd</sup> January, 2017 pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

The results of postal ballot along with the Scrutinizer's report is placed on the website of the Company [www.eidparry.com](http://www.eidparry.com) and on the website of Karvy i.e. <https://evoting.karvy.com>.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For **E.I.D.- Parry (India) Limited**

**G. Jalaja**  
Company Secretary

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Company Name	EID PARRY (INDIA) LIMITED
Date of the AGM/EGM	
Total number of shareholders on record date	41533
No. of shareholders present in the meeting either in	
Promoters and Promoter Group:	NOT APPLICABLE
Public:	NOT APPLICABLE
No. of Shareholders attended the meeting through	
Promoters and Promoter Group:	NOT APPLICABLE
Public:	NOT APPLICABLE

Resolution required: (Ordinary/ Special)	<b>SPECIAL</b> - Approval for alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79577050	79555600	99.9730	79555600	0	100.0000	0.0000
	Poll	79577050	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	79577050	17250	0.0217	17250	0	100.0000	0.0000
Public- Institutions	E-Voting	29061636	11397189	39.2173	11319961	77228	99.3223	0.6776
	Poll	29061636	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	29061636	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	67232212	9482	0.0141	9472	10	99.8945	0.1054
	Poll	67232212	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	67232212	205312	0.3054	204063	1249	99.3916	0.6083
	<b>Total</b>	<b>175870898</b>	<b>91184833</b>	<b>51.8476</b>	<b>91106346</b>	<b>78487</b>	<b>99.9139</b>	<b>0.0861</b>



Resolution required: (Ordinary/ Special)	<b>SPECIAL</b> - Approval for the E.I.D. – Parry (India) Limited - Employee Stock Option Plan 2016 ("ESOP 2016") and grant of stock options to Employees of the Company under the ESOP 2016.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79577050	79555600	99.9730	79555600	0	100.0000	0.0000
	Poll	79577050	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	79577050	17250	0.0217	17250	0	100.0000	0.0000
Public- Institutions	E-Voting	29061636	10882889	37.4476	7216926	3665963	66.3144	33.6855
	Poll	29061636	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	29061636	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	67232212	9482	0.0141	9332	150	98.4180	1.5819
	Poll	67232212	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	67232212	205296	0.3054	190277	15019	92.6842	7.3157
	<b>Total</b>	<b>175870898</b>	<b>90670517</b>	<b>51.5552</b>	<b>86989385</b>	<b>3681132</b>	<b>95.9401</b>	<b>4.0599</b>

Resolution required: (Ordinary/ Special)	<b>SPECIAL</b> - Approval for grant of stock options to Employees of the subsidiaries of the Company under the ESOP 2016.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							



Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79577050	79555600	99.9730	79555600	0	100.0000	0.0000
	Poll	79577050	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	79577050	17250	0.0217	17250	0	100.0000	0.0000
Public- Institutions	E-Voting	29061636	10882889	37.4476	7216926	3665963	66.3144	33.6855
	Poll	29061636	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	29061636	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	67232212	9482	0.0141	9472	10	99.8945	0.1054
	Poll	67232212	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	67232212	204866	0.3047	190345	14521	92.9119	7.0880
<b>Total</b>		<b>175870898</b>	<b>90670087</b>	<b>51.5549</b>	<b>86989593</b>	<b>3680494</b>	<b>95.9408</b>	<b>4.0592</b>

Resolution required: (Ordinary/ Special)	<b>SPECIAL</b> - Approval for re-appointment of Mr.V.Ramesh as the Managing Director for a period of one year with effect from 30th January, 2017.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	79577050	79555600	99.9730	79555600	0	100.0000	0.0000
	Poll	79577050	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	79577050	17250	0.0217	17250	0	100.0000	0.0000



Public- Institutions	E-Voting	29061636	10882889	37.4476	10882889	0	100.0000	0.0000
	Poll	29061636	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	29061636	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	67232212	9582	0.0143	9314	268	97.2030	2.7969
	Poll	67232212	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	67232212	205296	0.3054	201914	3382	98.3526	1.6473
Total		175870898	90670617	51.5552	90666967	3650	99.9960	0.0040

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

  
V. RAMESH  
Managing Director.

23<sup>rd</sup> January, 2017

**The Chairman**  
**Messrs. E.I.D.- Parry (India) Limited,**  
"Dare House",  
Parrys Corner,  
Chennai – 600 001.

Dear Sir,

**Sub: Passing of Resolutions through Postal Ballot**

We, M/s. R.Sridharan & Associates, Company Secretaries have been appointed as the Scrutinizer by the Managing Director of **Messrs. E.I.D.-Parry (India) Limited** vide Letter dated December 8 2016, to receive, process and scrutinize the postal ballot papers and e-voting in respect of the following resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
Section 14 of the Companies Act, 2013	<p><b>SPECIAL RESOLUTION</b></p> <p><b>RESOLVED THAT</b> pursuant to the provisions of Section 14 and all other applicable provisions, if any of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) ("Act"), approval of the Members of the Company be and is hereby accorded to the alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association in substitution and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.</p> <p><b>RESOLVED FURTHER THAT</b> the Board be and is hereby authorised to take all such steps and do all such acts, deeds and things as may be considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider as necessary or desirable to give effect to this Resolution.</p>
Section 62 (1) (b) of the Companies Act, 2013	<p><b>SPECIAL RESOLUTION</b></p> <p><b>RESOLVED THAT</b> pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred as "SEBI SBEB Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including any statutory modification(s) or re-enactment of the Act or the said regulations, and all other applicable statutes, rules, regulations and guidelines and subject to such other approvals, permissions and sanctions as may be necessary and upon such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including</p>



the Nomination & Remuneration Committee which the Board may, at its discretion authorise to exercise certain or all of its powers, including the powers, conferred by this resolution), approval of the Members of the Company be and is hereby accorded to the introduction and implementation of "E.I.D.- Parry (India) Limited Employee Stock Option Plan 2016" (hereinafter referred to as "ESOP 2016") to create, and grant from time to time, in one or more tranches, not exceeding 35,17,000 (Thirty Five Lakh Seventeen Thousand only) Employee Stock Options to or for the benefit of such person(s) who are in permanent employment of the Company, including Managing Director and Whole Time Director, (other than Promoters/Persons belonging to the Promoter Group of the Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding Equity Shares of the Company), as may be decided by the Board, exercisable into not more than 35,17,000 (Thirty Five Lakh Seventeen Thousand only) equity shares of face value of Re.1/- each fully paid-up, on such terms and in such manner as the Board may decide in accordance with the provisions of the applicable laws and the provisions of ESOP 2016.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division(s) of the Company or other similar events, the Board be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the Options granted earlier including issue of any additional equity shares by the Company to the Option grantees and the ceiling on the number of Options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional equity shares issued.

**RESOLVED FURTHER THAT** in case the equity shares of the Company are consolidated/split, then the number of equity shares to be allotted and the exercise price payable by the option grantees under ESOP 2016 shall automatically stand augmented/ reduced in the same proportion as the present face value of Re. 1/- per equity share bears to the revised face value of the equity shares of the Company after such consolidation/split, without affecting any other rights or obligations of the said grantees.

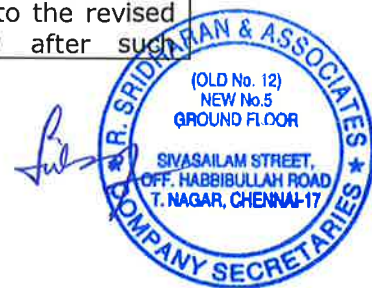
**RESOLVED FURTHER THAT** the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under ESOP 2016 on the Stock Exchanges where the Equity Shares of the Company are listed.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised at any time to modify, change, vary, alter, amend, suspend or terminate ESOP 2016 subject to compliance with the applicable laws and regulations and to do all such acts, deeds, matters and things as may at its absolute discretion deem fit, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard without being required to seek any further consent or approval of the Members and further to execute all such documents, writings and to give such directions and or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of ESOP 2016 and do all other things incidental and ancillary thereof in conformity with the provisions of the Companies Act, 2013, the Memorandum and Articles of Association of the Company, SEBI Regulations and other applicable laws in force.





<p><b>Section 62(1)(b) of the Companies Act, 2013</b></p>	<p><b>SPECIAL RESOLUTION</b></p> <p><b>RESOLVED THAT</b> pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Rules made thereunder and in accordance with the Memorandum and Articles of Association of the Company, Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (hereinafter referred as "SEBI SBEB Regulations"), SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, including any statutory modification(s) or re-enactment of the Act or the said regulations, and all other applicable statutes, rules, regulations and guidelines and subject to such other approvals, permissions and sanctions as may be necessary and upon such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any committee including the Nomination &amp; Remuneration Committee which the Board may, at its discretion authorise to exercise certain or all of its powers, including the powers, conferred by this resolution), approval of the Members be and is hereby accorded to the Board of Directors of the Company to extend the benefits of "E.I.D.- Parry (India) Limited Employee Stock Option Plan, 2016" (hereinafter referred to as "ESOP 2016") to such person(s) who are in permanent employment of any existing or future subsidiary of the Company including Managing Director and Whole Time Director (other than Promoters/Persons belonging to the Promoter Group of such Company, Independent Directors and Directors holding directly or indirectly more than 10% of the outstanding equity shares of the Company) of any existing or future subsidiaries of the Company as may be decided under the ESOP 2016, exercisable into corresponding number of equity shares of face value of Re.1/- each fully paid-up, on such terms and in such manner as the Board may determine in accordance with the provisions of the applicable laws and the provisions of the ESOP 2016 provided that the maximum number of Stock Options granted to eligible employees of both the Company and its subsidiary(ies) under the ESOP 2016 shall not cumulatively exceed 35,17,000 (Thirty Five Lakh Seventeen Thousand only) Options and resultant equity shares of face value of Re.1/- each (as adjusted for any changes in the capital structure of the Company).</p> <p><b>RESOLVED FURTHER THAT</b> in case of any corporate action(s) such as rights issues, bonus issues, merger and sale of division(s) of the Company or other similar events, the Board be and is hereby authorised to do all acts, deeds, matters and things as it may deem fit in its absolute discretion and permitted under applicable laws for the purpose of making a fair and reasonable adjustment to the Options granted earlier including issue of any additional equity shares by the Company to the Option grantees and the ceiling on the number of Options mentioned in the resolution above, shall be deemed to be increased to the extent of such additional equity shares issued.</p> <p><b>RESOLVED FURTHER THAT</b> in case the equity shares of the Company are consolidated/split, then the number of equity shares to be allotted and the exercise price payable by the option grantees under ESOP 2016 shall automatically stand augmented/ reduced in the same proportion as the present face value of Re. 1/- per equity share bears to the revised face value of the equity shares of the Company after such</p>
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	<p>consolidation/split, without affecting any other rights or obligations of the said grantees.</p> <p><b>RESOLVED FURTHER THAT</b> the Board be and is hereby authorised to take requisite steps for listing of the Equity Shares allotted under ESOP 2016 on the Stock Exchanges where the Equity Shares of the Company are listed.</p>
<p><b>Sections 196, 197 &amp; 198 of the Companies Act, 2013</b></p>	<p><b>SPECIAL RESOLUTION</b></p> <p><b>RESOLVED THAT</b> pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the reappointment of Mr. V.Ramesh as the Managing Director of the Company for a period of one year with effect from January 30, 2017 on the terms and conditions including remuneration as set out below with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and/or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013. <b>RESOLVED FURTHER THAT</b> Mr. V.Ramesh, Managing Director, be paid remuneration by way of salary, allowances, incentive, and perquisites subject to necessary approvals and in accordance with Sections 197 and 198 of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 as specified below:</p> <ul style="list-style-type: none"><li>(i) Salary Rs.5,07,180 per month in the range of Rs,3,00,000 to Rs 6,00,000 and the increments shall be decided by the Nomination &amp; Remuneration Committee.</li><li>(ii) Allowances and Perquisites Allowances like House Rent Allowance, Leave Travel Allowance, Special Allowance, Additional Special Allowance and/ or any other allowance as may be determined by the Nomination &amp; Remuneration Committee Perquisites such as provision of furnished/unfurnished accommodation, personal accident insurance, reimbursement of medical expenses incurred for self and family, club subscription, provision of cars as per the rules of the Company in force from time to time and any other perquisites, benefits, amenities as may be decided from time to time and approved by the Nomination &amp; Remuneration Committee and the Board.</li><li>(iii) Incentive Based on the achievement of the performance parameters laid down and as may be determined by the Nomination &amp; Remuneration Committee.</li><li>(iv) Retirement Benefits<ul style="list-style-type: none"><li>(a). Contribution to Provident Fund, Superannuation Fund and Gratuity as per the approved Schemes of the Company in force from time to time.</li><li>(b). Encashment of leave as per rules of the Company in force</li></ul></li><li>(v) ESOP Grant of stock options under the Company's ESOP Scheme as may be determined by the Nomination &amp; Remuneration Committee from time to time.</li></ul> <p><b>RESOLVED FURTHER THAT</b> notwithstanding anything contained hereinabove, where in any financial year, during the currency of the tenure of Mr. V.Ramesh, Managing Director, the Company has no profits</p>



	<p>or its profits are inadequate, the Company will pay remuneration to Mr.V.Ramesh by way of salary, perquisites and allowances as specified above in terms of the Schedule V of the Companies Act, 2013.</p> <p><b>GENERAL</b></p> <ul style="list-style-type: none"><li>i. 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. Provision of telephone at residence and expenses on account of car for official use shall not be reckoned as perquisites.</li><li>ii. Mr.V.Ramesh, Managing Director will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.</li><li>iii. Mr.V.Ramesh shall also be entitled to any other benefits or privileges as may be available to other Senior Management/ Executives of the Company from time to time.</li><li>iv. Mr.V.Ramesh, Managing Director, will be subject to all other service conditions as applicable to any other senior management employee of the Company. He will not be entitled to severance fee or other compensation for any loss of office.</li></ul> <p><b>RESOLVED FURTHER THAT</b> 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.</p>
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WE REPORT that the Postal ballot notice dated 7<sup>th</sup> November, 2016 under Section 110 of the Companies Act, 2013, ("the Act") (along with the Statement pursuant to Section 102 of the Act and Postal Ballot Form) was issued individually to all the members and the notices were despatched by Physical mode and Electronic mode through E-mails for those members who have provided e-mail ids on 22<sup>nd</sup> December, 2016.

We report that as stated in the notice sent to the members, the Company had fixed 21<sup>st</sup> January, 2017 as the last date for receipt of Postal Ballots and E-Voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS STANDARD**" in 'English' on 23<sup>rd</sup> December, 2016 and "**MAKKAL KURAL**" in vernacular language 'Tamil' on 23<sup>rd</sup> December, 2016 informing about the despatch of the Postal Ballot forms, E-Voting and other related matters mentioned therein. We report that we have received the Postal Ballot forms and E-Voting particulars from the members during the period starting from **23<sup>rd</sup> December, 2016 (9:00 a.m. IST) to 21<sup>st</sup> January, 2017 (5:00 p.m. IST)**. Karvy Computershare Private Ltd. had unblocked the members who had exercised the votes through e-voting after 5.00 P.M. on Saturday, 21<sup>st</sup> January, 2017.

All the Postal Ballot forms and E-Voting particulars received upto the closure of working hours (**5:00 p.m. IST**) on Saturday, 21<sup>st</sup> January, 2017, the last date fixed by the Company for receipt of the Postal Ballot forms and E-Voting, were considered for our scrutiny.





Envelopes containing Postal Ballot forms returned undelivered aggregated to 140 (One Hundred and Forty only). These envelopes were not opened and they are separately maintained.

During the course of scrutiny of Postal Ballot Forms we have not come across any mutilated Postal Ballot Forms.

We report that all the Postal Ballot forms and E-Voting particulars were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, Postal Ballot Number, Number of Shares held, Number of Votes voted, Assented, Dissented and Rejected were generated.

We report that the ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company.

The ballot papers, which were found defective have been treated as invalid and kept separately.

We report that out of **41533** Shareholders, we have received valid polled Ballot forms and E-Voting from **613** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot Forms and E-Voting	<b>23<sup>rd</sup> December, 2016 (9:00 a.m. IST) to 21<sup>st</sup> January, 2017 (5:00 p.m. IST)</b>		
Total No. of Shareholders	<b>41533</b>		
Total No. of Shares	<b>175870898</b>		
<b>Particulars</b>	<b>As per Postal Ballot</b>	<b>As per E-Voting</b>	<b>Total</b>
Postal Ballot Forms Received	<b>473</b>	<b>146</b>	<b>619</b>
Less: Invalid Forms*	<b>6</b>	<b>0</b>	<b>6</b>
<b>Net Valid Forms</b>	<b>467</b>	<b>146</b>	<b>613</b>

*\*Invalid Postal Ballot was not taken into account for the voting.*

**ITEM 1 - Approval for alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association of the Company (Special Resolution)**

(i) Votes in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
<b>137</b>	<b>90885033</b>	<b>455</b>	<b>221313</b>	<b>91106346</b>	<b>99.914</b>



(ii) Votes **against** the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
7	77238	12	1249	78487	0.086

(iii) Invalid Votes:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot
NIL	NIL	6	23133	23133

**RESULT:**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the **Special Resolution** under Section 14 of the Companies Act, 2013, with regard to Item 1 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

**ITEM 2 - Approval for the E.I.D.- Parry (India) Limited Employee Stock Option Plan 2016 ("ESOP 2016") and grant of stock options to Employees of the Company under ESOP 2016 (Special Resolution).**

(i) Votes in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
100	86781858	436	207527	86989385	95.940

(ii) Votes **against** the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
43	3666113	30	15019	3681132	4.060



(iii) Invalid Votes:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot
NIL	NIL	6	23133	23133

**RESULT:**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution under Section 62 (1) (b) of the Companies Act, 2013, with regard to Item No.2 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

**ITEM No. 3 - Approval for grant of stock options to Employees of the subsidiaries of the Company under ESOP 2016 (Special Resolution).**

(i) Votes in favour of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
101	86781998	395	207595	86989593	95.941

(ii) Votes against the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
42	3665973	69	14521	3680494	4.059

(iii) Invalid Votes:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot
NIL	NIL	6	23133	23133





**RESULT:**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the **Special Resolution** under Section 62(1)(b) of the Companies Act, 2013, with regard to Item No.3 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

**ITEM No. 4 - Approval for re-appointment of Mr.V.Ramesh as the Managing Director for a period of one year with effect from 30th January, 2017 (Special Resolution).**

(i) Votes in **favour** of the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
142	90447803	451	219164	90666967	99.996

(ii) Votes **against** the resolution:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot	% of total number of valid votes cast
2	268	15	3382	3650	0.004

(iii) **Invalid** Votes:

Number of members voted in E-Voting	Number of votes cast (Shares) - E-Voting	Number of members/ Proxies voted by Postal Ballot	Number of votes cast (Shares) - Postal Ballot	Total Number of votes cast through E-Voting and Postal Ballot
NIL	NIL	6	23133	23133

**RESULT:**

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the **Special Resolution** under Sections 196, 197 and 198 of the Companies Act, 2013, with regard to Item No.4 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

We further report that as per the notice of Postal Ballot dated 7<sup>th</sup> November, 2016 approved by the Board of Directors on 7<sup>th</sup> November, 2016 the Chairman or any other Director of the Company may declare and confirm the above results of voting.



by postal ballot and e-voting in respect of the resolutions referred to herein on Monday, 23<sup>rd</sup> January, 2017 at 3.00 p.m. at the Registered Office of the Company. The results of the postal ballot will also be displayed at the registered office and posted on the Company's website - [www.eidparry.com](http://www.eidparry.com) and on the Karvy's website - [www.evoting.karvy.com](http://www.evoting.karvy.com) besides being communicated to the Stock Exchanges where the Company's shares are listed. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

We further report that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as postal ballot papers including voting by electronic means, the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman of the meeting considers, approves and signs the minutes of the meeting.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot & E-Voting.

Thanking You

Yours faithfully,

**For R. SRIDHARAN & ASSOCIATES  
COMPANY SECRETARIES**

**CS G SUBRAMANIAM  
ASSOCIATE  
ACS No. 11194  
C P No. 8669**

Place: Chennai  
Encl.: a/a

