



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

Regd. Office : "DARE HOUSE", 234, N.S.C Bose Road,
Parrys Corner, Chennai - 600 001.
Website : www.eidparry.com



Regd office: "Dare House", No.2, N.S.C. Bose Road, Parrys, Chennai – 600 001



NOTICE OF POSTAL BALLOT (Pursuant to section 192A of the Companies Act, 1956)

POSTAL BALLOT FORM

Serial No. :

1. Name(s) of member(s) :
(including Joint-holders, if any)
(In Block Letters)
2. Registered Address of the :
Sole/First named member
3. Registered DP ID No. /CLIENT ID No. :
/Folio No.*
(*Applicable to member(s) holding
Shares in physical form)
4. Number of Shares held :
5. e-Voting Event Sequence Number :
6. User ID :
7. Password :

I/We hereby exercise my/our votes in respect of the Resolutions to be passed through Postal Ballot for the business stated in the Notice of the Company dated 10th April, 2013 by sending my/our assent or dissent to the said Resolution by placing a (✓) Tick mark at the appropriate column below:

S. No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	Resolution under Section 293(1)(d) of the Companies Act,1956 for increase in borrowing limits.			
2.	Resolution under Section 293(1)(a) of the Companies Act,1956 for creation of charge/ mortgage(s) on the properties of the company in terms of Resolution No.1 above.			
3.	Resolution under Section 198, 269, 309, 310 and schedule XIII of the Companies Act,1956 for appointment of Mr. P. Gopalakrishnan as Manager.			

Place :

Date :

Signature of the Member

Note: Please read the instructions mentioned overleaf carefully before exercising the vote

To

The Members of E.I.D. Parry (India) Limited

NOTICE is hereby given pursuant to section 192A of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot Rules 2011), that the ordinary resolutions appended below are proposed to be passed by way of Postal Ballot. Members' consent is requested for the proposals contained in the Resolutions appended below. The Explanatory Statement pertaining to the said Resolutions setting out the material facts and the reasons thereof is annexed hereto along with a Postal Ballot Form for your consideration.

The Company has appointed Central Depository Services Ltd., (CDSL), as the agency for electronic voting in this regard and such of the shareholders who wish to vote electronically may follow the instructions given for e-voting, as appended to this notice.

The Board of Directors have by its resolutions dated 19th March, 2013 and 10th April, 2013 appointed Mr. R Sridharan of M/s. R Sridharan & Associates, Company Secretaries, as Scrutiniser for conducting the Postal Ballot voting process in a fair and transparent manner and in accordance with the provisions of the Act and Rules framed thereunder.

You are requested to read the instructions printed on the Postal Ballot Form carefully and return the Form duly completed and signed in the attached self-addressed, Business Reply envelope, so as to reach the Scrutiniser on or before the close of working hours (18:00 hrs) on 20th May, 2013. Please note that any Postal Ballot Form(s) received after the closing hours of the said date will be treated as not having been received. No other form or photocopy thereof is permitted. The Scrutiniser will submit his report to the Chairman of the Company after completion of the scrutiny of the Postal Ballot Forms. The results of the Postal Ballot will be announced by the Chairman or any other Director of the Company on 21st May 2013 at 10:30 a.m. at the registered office of the Company at "Dare House", No.234, N.S.C. Bose Road, Parrys Corner, Chennai – 600 001. The results of the Postal ballot will also be displayed at the Registered Office and posted on the Company's website - www.eidparry.com besides communication to the Stock Exchanges where the company's shares are listed.

The date of declaration of the results will be treated as the date of passing of the said resolution.

In compliance with provisions of Section 192A of the Act read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 and Listing Agreement (Clause 35B), members may cast their votes either through Postal Ballot form or through electronic form (e-voting). Those members opting for e-voting may follow the procedure, as recommended by CDSL, the e-voting agency appointed by us, as stated in this notice.

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

Chennai
Date: 10th April, 2013

Suresh Krishnan
Company Secretary

RESOLUTION FOR POSTAL BALLOT

(Pursuant to section 192A of the Companies Act, 1956)

1. INCREASE IN BORROWING LIMITS UNDER SECTION 293(1)(d) OF COMPANIES ACT, 1956

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

"RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting held on 27th July, 2011 and pursuant to Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee thereof) for borrowing from time to time all such sum(s) of money (including External commercial Borrowings in foreign denominated currencies from any foreign sources /foreign countries as prescribed by statutory guidelines, if any, in this regard) in such manner as may be deemed necessary and prudent for the purpose of the company, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company and outstanding (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital and free reserves of the Company i.e. reserves not set apart for any specific purposes, provided that the total amount so borrowed/to be borrowed by the Board shall not, at any time, exceed by more than Rs.3000 Crores (Rupees Three Thousand Crores only)."

2. CREATION OF CHARGE/ MORTGAGE(S) ON THE ASSETS / PROPERTIES OF THE COMPANY

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

"RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting held on 27th July, 2011 and pursuant to Section 293(1) (a) and other applicable provisions of the Companies Act, 1956 (including any statutory modification (s) or re-enactment thereof for the time being in force) consent of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and or immovable properties/assets of the company, both present and future and /or the whole or any part of the undertaking(s) of the company, together with power to take over the management of the business and concern of the company in certain events of default, in favour of the Banks/ Financial Institutions, Lenders, Agent(s) and Trustee(s) for the holders of debentures/bonds and/or other instruments to secure the borrowings of the Company by way of rupee/foreign currency loans or the issue of debentures whether partly/ fully convertible or non convertible and/or securities linked to rupee/foreign currency convertible bonds and/or bonds/debentures with detachable or non detachable share warrants (hereinafter collectively referred to as "Loans") for securing the borrowings of the company and/or its subsidiaries, availed/to be availed by way of loan (Term Loans/Working Capital facilities /External Commercial Borrowings and Securities/ Debentures) the aggregate value of which shall not exceed Rs.3000 Crores (Rupees Three Thousand Crores only) from Banks/ Financial Institutions, Lenders, Agent(s) and Trustee(s) for the holders of debentures/bonds, issued/to be issued by the company from time to time together with interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, remuneration of the Agent(s)/Trustee(s) and all other costs, charges and expenses including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other moneys payable by the company in terms of the Loan Agreement(s) /Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the company and the Lender(s)/Agent(s) and Trustee(s) in respect of the said loans/borrowing/debentures/bonds and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lenders/ Agent(s) and Trustee(s)."

3. APPOINTMENT OF MANAGER

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

RESOLVED THAT pursuant to Article 127 of the Articles of Association of the company and the provisions of Sections 198, 269, 309,310, 387 and all other related and applicable provisions of the Companies Act, 1956, read with Schedule XIII of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Gopalakrishnan, Vice President Finance be and is hereby appointed as the Manager of the Company for a period of two years with effect from April 11, 2013 to April 10, 2015.

RESOLVED FURTHER THAT Mr. P Gopalakrishnan, Manager be paid remuneration by way of salary, allowances, incentive, and perquisites subject to the requirements as contained in Sections 198, 269, 309, 310 and 387 of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) and further subject to an overall limit of 5% of the net profits of the company for each financial year computed in the manner prescribed in sections 349 and 350 of the Companies Act, 1956, with effect from 11th April 2013.

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

Chennai
Date: 10th April, 2013

Suresh Krishnan
Company Secretary

Item No. 1 & 2

As per the provisions of Section 293(1)(d) of the Companies Act, 1956, the Board can borrow money subject to the condition that the money to be borrowed together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed the aggregate, for the time being, of the paid-up share capital and free reserves, that is to say, reserves not set apart for any specific purpose unless the Shareholders have authorized the Board to borrow the monies upto some higher limits. The Shareholders at the Annual General Meeting of the Company held on 27th July, 2011, had accorded their consent to the Board of Directors for borrowing up to Rs. 500 Crores in excess of paidup capital and free reserves of the company.

In view of the merger of certain subsidiaries with the company and also to meet the capital expenditure requirements and working capital requirements, it is necessary to enhance the present borrowing limits

It is proposed to increase the borrowing limits to enable the Directors to borrow monies provided that the total amount so borrowed by the Board shall not at any time exceed Rs.3000 Crores. The proposed borrowings and further borrowings of the company may, if necessary, be secured by way of charge, mortgage, hypothecation of the Company's assets in favour of the secured lenders, security holders, trustees of the holders of the said securities. The documents to be executed between the secured holders, trustees for the holders of the said securities and any other secured trustees/lenders and the Company may contain the power to take over the management of the Company in certain events.

In view of the proposed increase in the borrowing limits as mentioned above, which may be required to be secured by a charge, mortgage, hypothecation on the company's properties, it is necessary for the company to pass a Resolution under Section 293(1)(a) of the Act for creation of such charges, mortgages and hypothecations for an amount not exceeding Rs.3000 Crores at any point of time.

Item No. 3

The present Managing Director Mr. Ravindra S Singhvi has expressed his desire to resign from the services of the Company with effect from 10th April 2013. It is proposed to appoint Mr. P Gopalakrishnan-Vice President Finance as Manager of the Company pursuant to Section 198, 269, 309, 310 and 387 of the Companies Act, 1956. the terms and conditions of the appointment of Mr. P. Gopalakrishnan as set out may also be treated as an abstract of the agreement between the company and Mr. P. Gopalakrishnan pursuant to section 302 of the companies act, 1956.

Approval of the members is therefore being sought

- pursuant to Section 293(1)(d) of the Act for the increase in borrowing limits upto an amount not exceeding Rs. 3000 Crores.
- pursuant to Section 293(1)(a) of the Act for creation of such charges, mortgages and hypothecations for an amount not exceeding Rs.3000 Crores at any point of time.
- pursuant to Section 198, 269, 309, 310 and 387 of the Act, appointment of Mr. P. Gopalakrishnan as Manager of the Company.

Accordingly, Ordinary Resolutions set out under Item Nos.1, 2 and 3 of the Notice are submitted to the Meeting.

Interest of Directors

None of the Directors is interested or concerned in the Resolutions.

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

Suresh Krishnan
Company Secretary

Chennai
Date: 10th April, 2013

PROCEDURE AND INSTRUCTIONS FOR E-VOTING

The procedure and instructions for e-voting are as follows:

- Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com
- Now click on "Shareholders" tab to cast your votes
- Now, select the Electronic Voting Sequence Number - "EVSNS" along with "E.I.D. PARRY (INDIA) LIMITED" from the drop down menu and click on "SUBMIT"
- Now, fill up the following details in the appropriate boxes:

User-ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot Form / via email forwarded through the electronic notice
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department

- After entering these details appropriately, click on "SUBMIT".
- Members holding shares in Physical form will then reach directly to the voting screen.
- Members holding shares in Demat form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- You can also update your mobile number and e-mail ID in the user profile details of the folio which may be used for sending communication(s) regarding CDSL e-voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- If you are holding shares in Demat form and had logged on to www.evotingindia.com and casted your vote earlier for EVSN of any company, then your existing login id and password are to be used.
- For Members holding shares in physical form, the password and default number can be used only for e-voting on the resolutions contained in this Postal Ballot Notice.
- On the voting page, you will see Resolution Description and against the same the option 'YES / NO' for voting. Enter the number of shares (which represents number of votes) under YES / NO or alternatively you may partially enter any number in YES and partially in NO, but the total number in YES and NO taken together should not exceed your total shareholding.
- Click on the Resolution File Link if you wish to view the entire Postal Ballot Notice.
- After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.
- Corporate/Institutional Members (corporate/FIs/FIIs/Trust/Mutual Funds/Banks, etc) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to rsaevoting@gmail.com with copy to helpdesk.evoting@cdslindia.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name _EVSNS".

If you wish to provide feedback or you have queries are issues regarding e-voting, please contact helpdesk.evoting@cdslindia.com.

INSTRUCTIONS

- A Member desiring to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed stamped reply envelope. However, envelopes containing postal ballots if deposited in person or sent by courier at the expense of the member will also be accepted.
- The self-addressed envelope bears the name and address of the Scrutinizer appointed by the Board of Directors of the Company.
- This Postal Ballot Form should be completed and signed by the member as per the specimen signature registered with the Company. In case of joint holding, this form should be completed and signed by the first named member and in his absence, by the next named member. Unsigned Postal Ballot Form will be rejected.
- In case of companies, trusts, etc. the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution authorising the person voting on the Postal Ballot Form.
- In case, holders of Power of Attorney sign the Postal Ballot Form, reference of Power of Attorney registration by the Company should be mentioned in the Postal Ballot Form.
- Duly, completed Postal ballot Forms should reach the scrutinizer not later than the close of working hours i.e 18:00 p.m. on or before 20th May, 2013. Postal Ballot Form(s) received after this date will be strictly treated as if reply from such member has not been received.
- A Member may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the scrutinizer not later than the date specified at item 6 above.
- Voting rights shall be reckoned on the paid up value of shares registered in the name of the member on date of dispatch of the notice.
- Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self-addressed stamped reply envelope, any extraneous paper found in such envelope will be destroyed by the scrutinizer.
- The exercise of Vote by Postal ballot is not permitted by Proxy.
- The Scrutinizer's decision on the validity of Postal Ballot shall be final.
- Any query in to the resolutions proposed to be passed by the Postal Ballot may be addressed to Mr. Suresh Krishnan, Company Secretary, E.I.D.Parry (India) Limited, Chennai.

The Company is pleased to offer e-voting facility as an alternate, for all the shareholders of the Company to enable them to cast their votes electronically instead of dispatching the Postal Ballot Form. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.