

NOTICE

Notice is hereby given that the Forty Second Annual General Meeting of the Members of E.I.D.- Parry (India) Limited will be held on Friday, August 4, 2017 at 3.30 p.m. at The Music Academy, New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600014 to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Financial Statements

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

- (a) Audited standalone financial statements of the Company for the financial year ended March 31, 2017.

“Resolved that the audited standalone financial statements of the Company including the balance sheet as at March 31, 2017, the statement of profit and loss, the cash flow statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.”

- (b) Audited consolidated financial statements of the Company for the financial year ended March 31, 2017.

“Resolved that the audited consolidated financial statements of the Company including the balance sheet as at March 31, 2017, the statement of profit and loss, the cash flow statement for the year ended on that date and the report of the Auditors thereon be and are hereby received, considered and adopted.”

2. Confirmation of Dividend

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

“**RESOLVED THAT** the interim dividend of ₹ 4/- per equity share of ₹ 1 each declared by the Board of Directors on February 21, 2017 for the year 2016-17 on the outstanding equity shares of ₹ 1/- each of the Company and paid to those equity shareholders whose names appeared in the register of members as on March 6, 2017 being the record date fixed for that purpose be and is hereby confirmed.”

3. Appointment of Director

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

“**RESOLVED THAT** Mr. V.Ravichandran (DIN: 00110086) who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

4. 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 are hereby appointed as the Statutory Auditors of the Company, to hold office for a period of five years from the conclusion of this Annual General Meeting until the conclusion of the 47th Annual General Meeting of the Company, subject to ratification by the Members at every Annual General Meeting till the 47th Annual General Meeting, on a remuneration of ₹ 33,00,000/- (Rupees Thirty Three Lakh Only) for the Financial year 2017-18 and as may be decided by the Board on the recommendation of the Audit Committee for the subsequent years plus applicable taxes and reimbursement of out-of pocket expenses in connection with the audit.”

SPECIAL BUSINESS

5. Appointment of Managing Director and payment of remuneration

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 appointment of Mr. S.Suresh as the Managing Director (DIN: 06999319) of the Company for a period of five years with effect from August 1, 2017 on the terms and conditions including remuneration as set out in the statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of his appointment) with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include Nomination & Remuneration Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and/or remuneration, in such manner and to such extent as may be agreed to by the Board and Mr. S.Suresh.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

6. 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 ₹ 10,10,000/- (Rupees Ten Lakh Ten Thousand only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration No.: 000042) for audit of the cost records of the Company for the financial year ending March 31, 2018 as approved by the Board of Directors of the Company, be and is hereby ratified.”

7. Issue of Non-Convertible Debentures

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

“RESOLVED THAT pursuant to Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s)

thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and such other rules/regulations, as may be applicable, consent be and is hereby accorded to the Board of Directors of the Company to offer, invite and issue secured / unsecured redeemable non-convertible debentures, aggregating up to ₹ 300 Crore (Rupees Three Hundred Crore), on private placement basis to Banks/Financial Institutions/Other eligible investors in one or more tranches during a period of one year from the date of passing of this resolution within the overall borrowings limits of the Company as approved by the members from time to time and on such terms and conditions as the Board of Directors (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) of the Company may determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, coupon rate, redemption period, security, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

G. Jalaja
Company Secretary

Place : Chennai

Date : May 18, 2017

Registered Office:

‘Dare House’, Parrys Corner, Chennai - 600 001.

CIN: L24211TN1975PLC006989

Tel. :+91-044-25306789

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Website:www.eidparry.com

NOTES

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed in the format sent herewith, not less than FORTY-EIGHT HOURS before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.**
A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such person shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
3. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Item Nos. 4 to 7 to be transacted at the Annual General Meeting as set out in the Notice, is annexed hereto.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, July 28, 2017 to Friday, August 4, 2017 (both days inclusive).
5. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting.** Information and instructions including details of user id and password relating to e-voting are provided in the Notice.
6. Members holding shares in electronic mode are requested to keep their e-mail addresses updated and intimate any change in their address, bank mandates to their Depository Participants. Members holding shares in physical mode are also requested to update their e-mail addresses, advise any change in their address, bank mandates by writing to Company's Registrar and Transfer Agent, M/s. Karvy Computershare Private Limited (Karvy), Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad-500032 quoting their folio number(s).
7. Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Karvy for assistance in this regard.
8. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to Karvy for consolidation into a single folio.
9. Pursuant to the provisions of Section 123, 124 of the Companies Act, 2013 and Section 205C of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial years 1996-97 to 2009-10 (Interim dividend) from time to time on due dates, to the Investor Education and Protection Fund (the IEPF) established by the Central Government. The due dates on which the unclaimed dividends would be transferred to IEPF for the financial year 2009-10 (Final Dividend) onwards are given in the Corporate Governance Report. Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 5th August, 2016 (date of last AGM) on the website of the Company (www.eidparry.com) and also on the website of the Ministry of Corporate Affairs.
10. In terms of Section 152 of the Companies Act, 2013, Mr. V.Ravichandran, Director retires by rotation at the Meeting and being eligible, offers himself for reappointment. Mr. S.Suresh was appointed by the Board as the Managing Director of the Company for a period of five years with effect from August 1, 2017. Details of Directors retiring by rotation/seeking appointment at the ensuing meeting are provided in the "Annexure" to the Notice pursuant to the provisions of (i) SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (Listing Regulations) and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
11. As per the provisions of section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014, Shareholders holding shares in physical form may file nomination in the prescribed form SH-13 with Karvy. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
12. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can submit their PAN details to Karvy.
13. Pursuant to Regulation 36 (1) & 44 of the Listing Regulations and Sections 20, 101, 108 and 136 of the Companies Act, 2013, electronic copy of Annual Report and this Notice inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy form are being sent by e-mail to those shareholders whose e-mail addresses have been made available to the Company/ Depository Participants unless any member has requested for a hard copy of the same.

14. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
15. Members are requested to hand over the Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
16. Members desirous of getting any information about the accounts and/or operations of the Company are requested to write to the Company at least seven days before the date of the Annual General Meeting to enable the Company to keep the information ready at the meeting.
17. Members, who have not registered their e-mail addresses so far, are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.
18. The route map showing directions to reach the venue of the Annual General Meeting is annexed.
19. **Information on Remote e-voting & Insta-poll and other information :**
 - A. **Remote e-voting:** In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).
 - (a) **In case a Member receives an e-mail from Karvy [for Members whose e-mail IDs are registered with the Company/Depository Participants (s)]:**
 - i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
 - iii. After entering these details appropriately, click on "LOGIN".
 - iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, e-mail ID etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
 - v. You need to login again with the new credentials.
 - vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
 - vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
 - viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.
 - ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
 - x. You may then cast your vote by selecting an appropriate option and click on "Submit".
 - xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id rsaevoting@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "E.I.D.-Parry (India) Limited_Event No."
 - (b) **In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participant(s)]:**
 - i. E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.
 - ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

B. Voting at AGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the AGM. The Company will make necessary arrangements in this regard at the AGM Venue. The facility for voting through electronic voting system ('Insta Poll') shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting. However, these Members are not entitled to cast their vote again in the Meeting. A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the AGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the AGM shall be treated as invalid.

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. I L Murthy, Manager (Unit: Name of the Company) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on Tuesday, August 1, 2017 (9.00 A.M. IST) and ends on Thursday, August 3, 2017 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of Friday, July 28, 2017, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. Friday, July 28, 2017.
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., Friday July 28, 2017, he/she may obtain the User ID and Password in the manner as mentioned below:
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call Karvy's toll free number 1800-3454-001.
 - iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- f. Mr. R. Sridharan, M/s R. Sridharan & Associates, Company Secretaries, Chennai is appointed as scrutinizer to scrutinise the remote e-voting and voting at the AGM venue in a fair and transparent manner.
- g. The scrutinizer after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than 48 hours of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the company www.eidparry.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the stock exchanges.
- h. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, viz., August 4, 2017.

PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN/ ATTENDANCE REGISTRATION

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

Procedure of Web Check-in is as under:

- a. Log on to <https://karisma.karvy.com> and click on "Web Check-in for General Meetings (AGM/EGM/CCM)".
- b. Select the name of the company: E.I.D.- Parry (India) Limited
- c. Pass through the security credentials viz., DP ID/Client ID/Folio no. entry, PAN No & "CAPTCHA" as directed by the system and click on the submission button.
- d. The system will validate the credentials. Then click on the "Generate my attendance slip" button that appears on the screen.
- e. The attendance slip in PDF format will appear on the screen. Select the "PRINT" option for direct printing or download and save for the printing.

- f. A separate counter will be available for the online registered Members at the AGM Venue for faster and hassle free entry and to avoid standing in the queue.
- g. After registration, a copy will be returned to the Member.
- h. The Web Check-in (Online Registration facility) is available for AGM during e-voting Period only i.e., Tuesday, August 1, 2017 (9.00 A.M. IST) and ends on Thursday, August 3, 2017 (5.00 P.M. IST).
- i. The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 7 of the accompanying Notice:

Item No. 4

In terms of the provisions of Section 139 of Companies Act, 2013 (the "Act"), no listed company can appoint or re-appoint an audit firm as auditor for more than two terms of five consecutive years. The Act further prescribes that the Company has to comply with these provisions within three years from the commencement of the Act. M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai (Firm Registration No. 008072S), were appointed as the Statutory Auditors of the Company for a period of three years at the 39th AGM held on July 30, 2014 and the appointment was ratified at every AGM thereafter. In compliance with the provisions of the Act, the Company will have to appoint a new auditor in place of the retiring auditors. The Board of Directors have, at their meeting held on May 18, 2017, based on the recommendation of the Audit Committee, recommended the appointment of M/s. Price Waterhouse, Chartered Accountants, LLP (Firm Registration No. 012754N/N500016) as the Statutory Auditors of the Company to hold office for a period of five years from the conclusion of this AGM until the conclusion of the 47th AGM of the Company, subject to ratification by the Members at every year. None of the Directors, Key Managerial Personnel and their relatives are, in any way, concerned or interested in the said resolutions. The resolution as set out in item no. 4 of this Notice is accordingly commended for your approval.

Item No. 5

The appointment of Mr. S.Suresh as the Deputy Managing Director of the Company for a period of three years from July 1, 2016 was approved by the Members at the 41st AGM held on August 5, 2016.

Consequent to the approval of early retirement of Mr. V.Ramesh as the Managing Director w.e.f July 31, 2017, the Board at their meeting held on May 18, 2017, on the recommendation of the Nomination & Remuneration Committee, have approved the appointment of Mr. S.Suresh as the Managing Director of the Company for a period of five years with effect from August 1, 2017 on a remuneration as set out below subject to the limits prescribed under Schedule V of the Companies Act, 2013.

- (i) Salary ₹ 2,59,555/- (in the range of ₹ 2,50,000/- to ₹ 8,00,000/-).
The annual increments which will be effective from July 1 every year will be decided by the Nomination & Remuneration Committee and the Board.
- (ii) Allowances and Perquisites not exceeding 150% of the Salary
 - (a) Allowances shall include House Rent Allowance, Leave Travel Allowance, Special Allowance, Additional Special Allowance and/or any other allowance as determined by the Nomination & Remuneration Committee
 - (b) Perquisites shall include provision of furnished/unfurnished accommodation, personal accident insurance, reimbursement of medical expenses incurred for self and family, club subscription, provision of cars, leave encashment as per the rules of the Company in force from time to time and any other perquisites, benefits, amenities as may be decided from time to time and approved by the Nomination & Remuneration Committee and the Board. Perquisites shall be valued in terms of actual expenditure incurred by the Company in providing benefit to the employees. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes and loans) the perquisites shall be valued as per income tax rules.
- (iii) Incentive
Based on the achievement of the performance parameters laid down, an amount not exceeding 25 % of the annual pay (at 100% achievement level) as may be determined by the Nomination & Remuneration Committee.
- (iv) Retirement Benefits
 - (a) Contribution to Provident Fund, Superannuation Fund and Gratuity as per the approved scheme of the Company in force from time to time.
 - (b) Encashment of leave as per rules of the Company in force
- (v) ESOP
Grant of stock options under the Company's ESOP Scheme as may be determined by the Nomination & Remuneration Committee from time to time.

GENERAL

- i. In the event of absence or inadequacy of profits in any financial year, subject to such approvals as may be required, the Company shall pay the above remuneration by way of salary, allowances, perquisites, incentive and retirement benefits to Mr. S.Suresh, Managing Director as may be determined by the Board or Nomination & Remuneration Committee, in terms of the Schedule V of the Companies Act, 2013.
- ii. Provision of telephone at residence and expenses on account of car for official use shall not be reckoned as perquisites.
- iii. Mr. S.Suresh will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.

- iv. Mr. S.Suresh will be subject to all other service conditions as applicable to any other senior management employee of the Company.

The appointment and remuneration of Mr. S.Suresh is subject to approval of the shareholders.

Brief Profile of Mr. S.Suresh

Mr. S.Suresh is a Mechanical Engineering Graduate with a Post Graduate Diploma in Industrial Engineering and a PGDM in Finance. He has 27 years of experience across different industries in the areas of Sales & Marketing, Manufacturing, Industrial Relations, Supply Chain, Management of Special Projects, Industrial Engineering and business turnarounds. Mr. S.Suresh is not related to any other Director of the Company.

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

Except Mr. S.Suresh, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolutions set out at Item No. 5 of the Notice.

Item No. 6

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s.Narasimha Murthy & Co., Cost Accountants (Firm Registration No.: 000042) as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2018. 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2018.

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

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

Item No. 7

The members of the Company, at the previous AGM held on August 5, 2016, had passed a special resolution authorising the Board of Directors of the Company to offer or invite subscription for redeemable non-convertible debentures for an amount not exceeding ₹ 300 Crore in one or more tranches, on private placement. The said resolution is valid and effective for 1 (One) year from August 5, 2016. The members may note that the Company has not made any private placement of redeemable non-convertible debentures pursuant to the said authorisation

Section 42 of the Companies Act, 2013 read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 prescribed there under deals with private placement of securities by a company. Sub-rule (2) of the said Rule 14 states that in case of an offer or invitation to subscribe for non-convertible debentures on private placement, the company shall obtain previous approval of its shareholders by means of a special resolution only once in a year for all the offers or invitations for such debentures during the year. Rule 18 of the Companies (Share Capital and Debentures) Rules, 2014 deals with issue of secured debentures. The Board of Directors will decide whether to issue debentures as secured or unsecured.

In order to augment long term resources for financing, inter alia, the capital expenditure and for general corporate purposes, the Board may, at an appropriate time, offer or invite subscription for secured redeemable non-convertible debentures, in one or more series / tranches for an amount not exceeding ₹ 300 Crore on private placement.

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 7 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a period of one year from the date of passing this resolution.

The Board recommends the Special Resolution set out at Item No. 7 of the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

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

Place : Chennai
Date : May 18, 2017

G.Jalaja
Company Secretary

**ANNEXURE TO THE NOTICE DATED MAY 18, 2017
DETAILS OF DIRECTORS RETIRING BY ROTATION/SEEKING APPOINTMENT AT THE ENSUING ANNUAL GENERAL MEETING**

Particulars	Mr. V. Ravichandran	Mr. S.Suresh
Age	61	51
Qualification	Engineering Graduate and holds a Post Graduate Diploma in Management from IIM, Ahmedabad, a Cost Accountant and a Company Secretary.	Mechanical Engineering Graduate with a Post Graduate Diploma in Industrial Engineering and an MBA with specialization in Finance.
Experience (Including Expertise in specific functional Area / Brief Resume)	Vast experience mainly in the field of Finance and Marketing before moving to Coromandel International Limited he also headed the crop protection Business. During the period 2004-2010 he was the Managing Director / Whole time Director of Coromandel International Limited. Currently Mr. V.Ravichandran is Lead Director (Fertilizers and Sugars) on the Murugappa Corporate Board.	26 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 & Condition of appointment / reappointment	As per the resolution passed by the Shareholders at the Annual General Meeting held on July 28, 2010. Mr. V.Ravichandran was appointed as Non-Executive Director liable to retire by rotation.	As per the resolution at Item No. 5 of the Notice convening Annual General Meeting on August 4, 2017 read with explanatory statement thereto. Mr. S. Suresh is proposed to be appointed as Managing Director for five years.
Remuneration last drawn (including sitting fees)	Please refer point no. 4.4 of Corporate Governance Report	Please refer point no. 4.5 of Corporate Governance Report
Remuneration proposed to be paid	As per the existing terms and condition	As per the resolution at Item No. 5 of the notice convening Annual General Meeting on August 04, 2017 read with explanatory statement thereto.
Date of first appointment on the Board	October 30, 2009	July 1, 2016
Shareholding in the Company	Nil	Nil
Relationship with other Director / Key Managerial Personnel	Nil	Nil
Number of Meetings of the Board attended during the year	9	6
Directorships of other Boards	Coromandel International Limited Murugappa Holdings Limited Parry Infrastructure Company Private Limited Parry Sugars Refinery India Private Ltd Yanmar Coromandel agrisolutions Private Limited CFL Mauritius Limited US Nutraceuticals LLC Parry America Inc Foskor Pty Limited Alimtec SA	Parry Sugars Refinery India Private Ltd

Particulars	Mr. V. Ravichandran	Mr. S.Suresh
Chairmanship / Membership of Committees of other Boards	<p>Coromandel International Limited. Member-Stakeholders Relationship Committee Member-Corporate Social Responsibility Committee</p> <p>Parry Sugars Refinery India Private Ltd Member-Nomination & Remuneration Committee Member-Loan Committee</p> <p>Parry Infrastructure Company Private Ltd Member-Audit Committee</p> <p>Murugappa Holdings Limited Member-Share Transfer & Investors Grievance Committee Member-Corporate Social Responsibility Committee</p>	-

ROUTE MAP TO AGM VENUE

