

## Thirty Eighth Annual General Meeting Notice to the Shareholders

**NOTICE** is hereby given that the THIRTY EIGHTH ANNUAL GENERAL MEETING of the Shareholders of E.I.D.- Parry (India) Limited will be held on Tuesday, the 30th July, 2013 at 4.00 p.m. at Tamil Isai Sangam, Rajah Annamalai Mandram, 5, Esplanade Road, Chennai – 600 108 to transact the following business:

1. To receive, consider and adopt the Directors' Report, the Audited Balance Sheet as at 31st March, 2013, the Profit and Loss Account for the year ended 31st March, 2013 and the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend on Equity Shares for the year 2012 -13.
3. To appoint a Director in the place of Mr. A.Vellayan, who retires by rotation in terms of Articles 102 and 103 of the Company's Articles of Association and being eligible offers himself for re-appointment.
4. To resolve not to fill the vacancy, for the time being, caused by the retirement of Mr. R.A.Savoor, who retires by rotation in terms of Articles 102 and 103 of the Company's Articles of Association and does not seek re-appointment.

5. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and in this connection, to consider and if deemed fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

**"RESOLVED** that Messrs. Deloitte Haskins & Sells, Chartered Accountants, Chennai, bearing registration number 008072S with the Institute of Chartered Accountants of India, be and they are hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting on a remuneration of Rs.22,00,000/- (Rupees Twenty Two Lakh Only) in addition to reimbursement of actual travelling and out-of-pocket expenses incurred by them".

### **SPECIAL BUSINESS**

6. To consider and if deemed fit, to appoint Mr. V.Manickam as a Director in respect of whom the Company has received a notice pursuant to Section 257 of the Companies Act, 1956 from a member along with a deposit of five hundred rupees, signifying the intention to move the following Resolution as an **Ordinary Resolution**:

**"RESOLVED** that Mr.V.Manickam be and he is hereby appointed a Director of the Company."

7. To consider and if deemed fit, to pass with or without modification(s) the following Resolution as a **Special Resolution**:

**"RESOLVED** that in accordance with the provisions of Sections 198, 309, 310, 314 and other applicable provisions, if any, of the Companies Act, 1956 (hereinafter referred to as "The Act") read with Article 92-A of the Articles of Association of the Company and subject to such approvals as may be required, the Directors (including the alternate Directors) who are neither in the whole-time employment of the Company nor the Managing Director(s) of the Company be paid with effect from 1st April, 2013 in respect of each financial year of the Company for a period of five financial years ending 31st March 2018, remuneration by way of commission not exceeding an amount equal to 1% of the net profits of the Company as computed under Section 349 of the Companies Act, 1956.

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

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

**RESOLVED FURTHER** that consent of the Company be and the same is hereby accorded for payment of the aforesaid commission to such Directors who may be relatives/partners of other Directors.

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

The Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, the 16th July, 2013 to Tuesday, the 30th July, 2013, both days inclusive.

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

Chennai  
April 30, 2013

**SURESH KRISHNAN**  
Company Secretary

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

### NOTES

1. A member entitled to attend and vote at the above meeting may appoint one or more proxies to attend and vote instead of him. The proxy need not be a member of the Company. Proxy to be valid shall be deposited with the Company not later than forty eight hours before the time of holding the meeting.
2. The Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 in respect of Items 6 and 7 is annexed.
3. As per Clause 49 of the Listing Agreement with Stock Exchanges, the brief resume and functional expertise of the directors proposed for appointment and reappointment, details of their holding of shares in the Company along with the details of Companies in which they are Directors and the Board Committees of which they are members are furnished below.

#### i) Mr.A.Vellayan

Mr. A. Vellayan (60) is a Promoter Director and Non Executive Chairman. He holds a diploma in Industrial Administration from Aston University, Birmingham, U.K. and Masters in Business Studies from the University of Warwick Business School, U.K. He joined the Board in the year 1999. He has 31 years of industrial experience. He has been the Chairman of the Company since 2006.

#### Details of Shares held by Mr.A.Vellayan in E.I.D.- Parry :

No. of shares - 344540 equity shares of Re.1 each

He is not related to any Director of the Company.

Details of other Directorships/Committee memberships held by him are as follows:

Directorship	Committee Membership	
Chairman	Name of the Committee	Chairman/Member
Coromandel International Limited	Shareholders / Investors Grievance Committee	Member
The Fertiliser Association of India	Management Committee	Member
Roca Bathroom Products Private Limited	-	-
Parry Infrastructure Company Private Limited	-	-
Foskor Private Limited, Johannesburg, South Africa	-	-
Murugappa Holdings Limited	-	-
<b>Director</b>	-	-
Cholamandalam MS General Insurance Co. Limited	-	-
Kanoria Chemicals & Industries Limited	-	-
CFL Mauritius Limited	-	-
Ambadi Investments Private Limited	-	-

#### ii) Mr.V.Manickam

Mr.V.Manickam (61) is a Science Graduate and an Associate Member of the Institute of Chartered Accountants of India. He has put in more than 29 years of service in Life Insurance Corporation of India in various notable capacities. He retired as Managing Director and CEO of LIC Pension Fund. He is presently the Secretary General of Life Insurance Council.

He joined the E.I.D.-Parry Board in November 2008 as nominee director of Life Insurance Corporation of India and resigned from Board on 29th October, 2012, after LIC withdrew their nomination from the Board. He was inducted in the E.I.D.-Parry Board in January 2013 as an Independent Director of the Company.

He is not related to any other Director of the Company.

**Details of Shares held by Mr. V. Manickam in E.I.D.- Parry :**

No. of shares – NIL

Details of other Directorships / Committee Memberships held by him are as follows:

Directorship	Committee Membership	
Director	Name of the Committee	Chairman / Member
India Cements Limited	-	-

4. 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.
5. Members are requested to bring their attendance slip along with their copy of annual report to the meeting.
6. 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.
7. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository participants with whom they are maintaining their dematerialised accounts. Members holding shares in physical form are requested to advise any change of address / bank mandate details immediately to the Company / Registrar and Share Transfer Agents, M/s. Karvy Computershare Private Limited.
8. Pursuant to the provisions of Section 205A(5) and 205C of the Companies Act, 1956 the Company has transferred the unpaid or unclaimed dividends for the financial year 2004 - 05, to the Investor Education and Protection Fund (IEPF) established by the Central Government.
9. Members are requested to note that as per Section 205A of the Companies Act, 1956 dividends not encashed or claimed within seven years from the date of transfer to the Company's unpaid / unclaimed Dividend Account, will be transferred to the Investor Education and Protection Fund established under Section 205C of the said Act. The details of the dividend declared from the year 2005-06 to 2012-13 and the respective due date for transfer to the Investor Education and Protection Fund are given in the Section relating to General Shareholders Information. Members who have not yet encashed the dividend warrant(s) are requested to forward their claims to the Company's Registrar and Share Transfer Agents. **It may be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund as above, no claim shall lie with the Company in respect of such amount.**
10. The Securities and 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 Participants with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents, M/s. Karvy Computershare Private Limited.
11. Members holding shares in single name in physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website [www.eidparry.com](http://www.eidparry.com) under the section 'Investor Relations'.
12. Members holding 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 M/s. Karvy Computershare Private Limited (R&TA) for consolidation into a single folio.
13. Members holding shares in single name in dematerialised mode are requested to contact Depository Participant and register nominee details.
14. Non-Resident Indian Members are requested to inform M/s. Karvy Computershare Private Limited (R&TA) immediately of:
  - a) change in their residential status on return to India for permanent settlement.
  - b) Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

## **Annexure to the Notice**

### **Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956**

The following Explanatory Statement pursuant to Section 173 of the Companies Act, 1956 sets out all material facts relating to items 6 & 7 mentioned in the accompanying Notice dated 30th April, 2013.

#### **ITEM No. 6**

##### **Mr. V. MANICKAM**

Mr. V. Manickam, who was appointed as an Additional Director with effect from 30th January, 2013 will hold office until the conclusion of the ensuing Annual General Meeting and is eligible for reappointment.

The profile of Mr. V. Manickam appears under note 3 (ii) of the Notes above.

The Company has received a notice pursuant to Section 257 of the Companies Act, 1956 from a member along with a deposit of Rs.500/-, signifying the intention of the member to propose at the ensuing Annual General Meeting, the appointment of Mr. V. Manickam as a Director of the Company and for that purpose to move the resolution as mentioned in the said notice.

Accordingly, the Ordinary Resolution set out under Item No.6 of the Notice is submitted to the Meeting.

#### **Interest of Directors**

Mr. V. Manickam is interested or concerned in the Resolution.

None of the other Directors is interested or concerned in the Resolution.

**Chennai**  
April 30, 2013

#### **Important Communication to Shareholders**

The Ministry of Corporate Affairs, Govt. of India (MCA) as a part of its "Green Initiative in the Corporate Governance" has allowed paperless compliances by Companies, permitting service of all notices / documents including Annual Reports by Companies to its shareholders, through electronic mode instead of physical mode. Shareholders are therefore requested to register their e-mail addresses, in respect of their electronic holdings through their concerned Depository Participants (DPs), to support the Green Initiative of the Government.

#### **ITEM NO. 7**

The Shareholders at the Annual General Meeting of the shareholders held on July 28, 2008, approved the payment of commission upto a limit of 1% of the net profits of the Company under Section 198 of the Companies Act, 1956 to all non whole time directors of the company for a period of 5 years.

In view of the valuable contributions made by the Non Whole time Directors and the responsibilities cast on them by various statutes, the members approval is sought for authorising the payment of remuneration by way of commission to the Non Whole-time Directors (other than Managing Directors/ whole-time Directors but including Alternate Directors) not exceeding 1% of the net profits of the Company for a period of five financial years commencing from 1st April, 2013 in the manner stated in the Resolution.

In accordance with Section 309 of the Companies Act, 1956 the aforesaid Special Resolution shall not remain in force beyond a period of five years but may be renewed from time to time, by a Special Resolution for further periods of not more than five years at a time. The proposed payment of remuneration by way of commission to Non Whole-time Directors, requires the approval of the Company in General Meeting through a Special Resolution.

Accordingly, the Special Resolution set out under Item No. 7 of the Notice is submitted to the Meeting.

#### **Interest of Directors**

All the Directors are interested in the Resolution.

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

**SURESH KRISHNAN**  
Company Secretary