

## NOTICE

Notice is hereby given that the Forty Fifth Annual General Meeting (e-AGM) of the Members of E.I.D.- Parry (India) Limited will be held on Wednesday, August 05, 2020 at 3.30 p.m. Indian Standard Time ("IST") through Video Conferencing (VC) or Other Audio Visual Means (OAVM) to transact the following business:

### ORDINARY BUSINESS:

1. Adoption of Standalone Financial Statements

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

**"RESOLVED THAT** the audited financial statements of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted."

2. Adoption of Consolidated Financial Statements

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

**"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2020 and the report of the Auditors thereon be and are hereby received, considered and adopted."

3. Appointment of Director

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

**"RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. M. M. Venkatachalam (DIN: 00152619) 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."

### SPECIAL BUSINESS

4. 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 all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 8,50,000/- (Rupees Eight lakh Fifty thousand only) plus applicable taxes and reimbursement of out of pocket expenses payable to M/s. Narasimha Murthy & Co., Cost Accountants (Firm Registration Number: 000042) for conduct of audit of the cost records of the Company for the financial year ending March 31, 2021 as approved by the Board of Directors of the Company, be and is hereby ratified.

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

5. Amendment of the Object Clause of the Memorandum of Association:

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

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Companies (Incorporation) Rules 2014 (including any statutory modification or re-enactment thereof, for the time being in force), consent of the Shareholders of the Company be and is hereby accorded, subject to all necessary statutory or regulatory approvals, permissions, consents and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board"), to amend the Object clause of the Memorandum of Association of the Company by inserting Clause No.2A after existing Clause 2 and Clause 13,14 and 15 after the existing Clause 12 as detailed below and the remaining clauses be re-numbered accordingly."

2A. Use of Sugar by-products for various purposes

- (i) To purchase, manufacture, produce, boil, refine, prepare, brew, import, export, buy, sell and generally to deal in all varieties of sugar, sugar candy, jaggery, khandsari sugar, sugar beat, sugar cane, molasses, syrups, alcohol, spirits and all products and by-products thereof such as confectionery, glucose, bagasse, bagasse boards, bagasse dry fodder block, mulching sheet, paper, paper pulp, butyl alcohol, acetone, carbon-di-oxide, hydrogen, potash, cane wax, fertilizers, cattle feed and food products.
- (ii) To manufacture, trade, buy, sell, exploit or deal in all by-products and products of whatever nature derived from the process of manufacture of sugar and from the by-products thereof including to carry on the business of lignin, cellulose and hemicellulose, bio gas, omega 3 fatty acids, sanitary wears, growing mediums and hydroponics, bio plastic, windows, doors, heels and holds, furniture, bricks, packaging solutions as well as environmentally friendly and smart disposable tableware.
- (iii) To manufacture, produce, refine, purchase, sell, prepare, import, export and generally to deal in all kind of alcohol, spirits and liquor whether for human consumption or use in any manner or for industrial use or as fuel or otherwise including ethanol, rectified spirit, citric acid, vinegar, acetic acid, ethyl acetate, acetaldehyde, carbonic acid, sanitizer, disinfectants, yeast sludge, gas, dry ice and to acquire, erect, construct, establish operate and maintain distilleries and other works.

- (iv) To purchase sugarcane, sorghum, sugar beet, sago, palmyra juice and other crops and raw materials used in the manufacture of sugar and its products and by-products and for other businesses and to cultivate whether by itself or through others by contract or otherwise various crops and to engage in business of all activities pertaining thereto including, irrigation, pest control, harvesting, transportation, research and development from inception till the sale of the Products, if any, manufactured there from or otherwise.
- (v) To carry on in India or elsewhere the business of generation, transmission, distribution of power and energy in any manner by acquisition or establishment, operation and maintenance of Power Plants of all kinds, both conventional and non-conventional (including those based on bio-mass, bio-gas, co-generation, hydro etc.); wheeling and banking of power, purchase and sale of power and trading power, transmission and distribution infrastructure.

### 13. Real Estate, Land Development

- (i) To carry on the business(es) of dealing in real estate, property development and without limiting to the generality of the above, to acquire by purchase, exchange, rent or otherwise deal either individually or through its subsidiaries or Special Purpose Vehicle (SPVs) formed directly or indirectly or as joint venture with any company/ firm / individual / consultant / public sector undertaking / government department / statutory bodies whether local or foreign in lands, buildings and hereditaments or any estate or interest therein and any rights over or connected with lands so situated and to turn the same to account in any way as may be deemed expedient and in particular by laying out, developing or assist in developing, preparing land for building and preparing building sites by planting, paving and drawing.
- (ii) To carry on the business of contractors, builders, town planners, infrastructure developers, estate developers and engineers, land developers, land scapers, estate agents, immovable property dealers and to buy, acquire, purchase, hire or otherwise lands, buildings, civil works immovable property of any tenure or any interest in the same and to erect and construct, houses, flats, bungalows, kothis or civil work of every type on the land of the Company or any other land or immovable property whether belonging to the Company or not and to pull down, rebuild, enlarge, alter and other conveniences and to deal with and improve, property of the Company or any other immovable property in India or abroad.
- (iii) To carry on the business of architects, consultants, civil engineers, builders and developers of land and undertake any residential, commercial or Industrial construction either independently or jointly in partnership, joint venture or on agency or sub contracts basis with or on behalf of any individual, firm, body corporate, association or society, Central or State Government or any local authority to work as developer of land and buildings for residential purposes.

### 14. Nutraceutical Business

- (i) To produce, research and develop, manufacture, cultivate, purchase, deal, sell, import and export and contract for raw and processed, all kinds and varieties of pharmaceutical products, health products, herbal products, food supplements, dietary supplements, nutritional supplements, natural food, cosmetic colours, processed foods, food additives and food products from the herbal and medicinal plants, agricultural crops, fruits and vegetables, animal / aquaculture / poultry feed in India or anywhere in the world.
- (ii) To carry on the business as growers of all kinds of Algae and other produce of the soil or grown in water and to treat, cure, prepare, manipulate, blend, submit to any process of manufacture and render marketable such Algae, and other products and to sell, export either in a prepared, manufactured or raw state and either by wholesale or retail and generally to carry on in India the business of planters, curers, producers, manufactures, merchants and exporters of Algae and other products.
- (iii) To carry on the business of growers, cultivators, manufacturers, buyers, sellers, importers, exporters of all varieties of plant based products, from soil or grown in water through the process of aquaculture, hydroponics, tissue culture, plant biotechnology and in any other manner either in their original form produced naturally or artificially through green house or any other methods or manipulated and by any process of manufacture, extraction, curing, powdering and mixing and also carry out research in any of the plant based products and processes.
- (iv) To carry on the business of manufactures, producers, processors, extractors, importers, exporters, agents, buyers, sellers, stockists, suppliers, distributors, wholesalers, retailers and dealers of all kinds of veterinary and human medicines, animal feeds, formulations, incenses, essential oils, resonoids, spices, oleoresins and cosmetics concentrates from organic, inorganic, herbal, bacterial, mycological, agricultural, horticultural, tissue culture, biochemical and genetic sources in solid, liquid, gaseous and semi solid forms and states.
- (v) To carry on the business as manufacturers, producers, processors, importers, exporters, agents, dealers, stockists and distributors for all kinds of medicines, equipment, apparatus, instruments, meters, gadgets, packaging equipments and machineries used in the manufacture and processing of all kinds of veterinary and human medicines, feed supplements, nutrients, basic and crude drugs, chemicals, enzymes, antibodies, antibiotics and pharmaceuticals, cosmetics and colours.

(vi) To carry on research and development work in the field of nutrients, food supplements, feeds, chemical formulations, liquid extracts from herbal, horticultural and agricultural, sources, crude drugs, basic drugs, enzymes, antibiotics, antibodies, antigens, research and development work in tissue culture, genetic engineering, biotechnology, immunology and other areas of medicines for animal and human consumption and treatments including cosmetics and natural colours.

(vii) To act as consultants in all its branches including contract research and application in the field of horticulture, bio-technology, plant-genetics, tissue culture, genetic engineering, plant breeding, micro propagation, seed multiplication, plant protection, agronomy and soil sections.

#### 15. Manufacture, sale and marketing of all kinds of food products, other products.

(i) To carry on the business of processing, farming, manufacturing, distributorship, agency, broker, factor, stockiest, importer, exporter, mix, pack, preserve, freeze, extract, refine and otherwise deal in all kinds of organic and inorganic processed foods, health foods, protein foods, food products, agro foods, fast foods, packed foods, poultry products, sea foods, milk foods, health and diet drinks, extruded foods, frozen foods, dehydrated foods, precooked foods, canned foods, preserved foods, bakery products and confectionery items.

(ii) To carry on the business of manufacturing and trading of all kinds of consumer products including but not limited to herbally treated sugar, salt, rice, wheat, all pulses including dal, fresh and packaged, sweets, juices, jams, ketchups, food supplements, substitutes, cereals, mixes, processed foods.

(iii) To carry on the business of manufacturing and trading of all kinds of siddha, ayurveda, naturopathy, herbal products, raw materials, including herbal medicines.

(iv) To research and develop new consumer products, pharmaceuticals, formulations for diabetic friendly products and for general health and wellness.

(v) To manufacture, process, refine, buy, sell, deal, barter, import or export, whether as wholesalers or retailers or as principals or agents or brokers or otherwise, all kinds of personal care products beauty products, cosmetic products, cleansing compounds, baby care products, health care products, sanitary products, personal wash products, home care products etc., and such other products and substances whether herbal, medicated, antiseptic or not, ingredients, by-products or accessories thereof and other materials required for the process, manufacture and use of the aforesaid products.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr.S.Suresh, Managing Director, Mr. S.Rameshkumar, Chief Financial Officer and Mr. Biswa Mohan Rath, Company Secretary be and are hereby severally authorised on behalf of the Company, to do all such acts, deeds, matters and things as may be deemed necessary, proper or desirable and to sign and execute all necessary documents, applications and returns as may be necessary in this connection.”

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

Place : Chennai  
Date : June 11, 2020

Biswa Mohan Rath  
Company Secretary

#### Registered Office:

‘Dare House’, Parys Corner, Chennai - 600 001.  
CIN: L24211TN1975PLC006989  
Tel. : +91-044-25306789  
Fax.: +91-044-25341609  
E-mail: investorservices@parry.murugappa.com  
Website: www.eidparry.com

#### NOTES

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted for holding the Annual General Meeting through VC / OAVM, In compliance with the provisions of the Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI (LODR) Regulations”) and MCA Circulars, the e-AGM of the Company is being held through VC / OAVM.
2. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the e-AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company’s website [www.eidparry.com](http://www.eidparry.com), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of KFin Technologies Private Limited <https://evoting.karvy.com/public/Downloads.aspx>.
3. Members attending the e-AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
4. Company has appointed KFin Technologies Private Limited (KFin), Registrars and Transfer Agent, to provide Video Conferencing facility for the e-AGM and the attendant enablers for conducting of the e-AGM.

5. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the e-AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this e-AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the e-AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
6. Corporate Members (i.e. other than individuals / HUF, NRI, etc.) intending to send their authorised representatives to attend the meeting are requested to send to the Company a scanned copy of the Board or governing body Resolution/Authorization etc., authorising their representatives to attend the e-AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through registered email address to [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy marked to [evoting@kfintech.com](mailto:evoting@kfintech.com).
7. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Item Nos. 4 and 5 to be transacted at the Annual General Meeting as set out in the Notice, is annexed hereto.
8. The Register of Members and Share Transfer Books of the Company will remain closed from July 29, 2020 to August 5, 2020 (both days inclusive).
9. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the businesses set out in the Notice will be transacted through such voting. Information and instructions relating to user id and password for e-voting are provided in the Notice.
10. Members holding shares in electronic mode are requested to keep their e-mail addresses updated and intimate immediately any change in their address, telephone/ mobile numbers, bank mandates such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., 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 KFin Technologies Private Limited, (KFin), Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad-500 032 quoting their folio number(s).
11. As per Regulation 40 of the SEBI (LODR) Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or KFin for assistance in this regard.
12. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or KFin, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote through remote e-voting.
14. The Company has transferred the unpaid or unclaimed dividends declared from time to time upto the financial year 2012-13 to the Investor Education and Protection Fund (IEPF) established by the Central Government. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on July 29, 2019 (date of last Annual General Meeting) on the website of the Company ([www.eidparry.com](http://www.eidparry.com)). The said details have also been uploaded on the website of the IEPF Authority and same can be accessed through the link [www.iepf.gov.in](http://www.iepf.gov.in).
15. In terms of Section 152 of the Companies Act, 2013, Mr.M.M.Venkatachalam, Director retires by rotation at the Meeting and being eligible, offers himself for reappointment. Details of Directors to be appointed at the ensuing meeting are provided in the "Annexure" to the Notice pursuant to the provisions of (i) SEBI (LODR) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India.
16. 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 SH-13 with KFin. In respect of shares held in demat form, the nomination form may be filed with the concerned Depository Participant.
17. 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 KFin.
18. Members who wish to inspect, 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 and relevant documents referred to in the proposed resolutions, can send an email to [investorservices@parry.murugappa.com](mailto:investorservices@parry.murugappa.com).



19. 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.
20. Further, pursuant to the Scheme of Arrangement (Demerger) between Parrys Sugar Industries Limited and the Company and Scheme of Amalgamation of Parrys Sugar Industries Limited with the Company, the fractional entitlement of the member(s) of the Transferor Company were consolidated and equity shares arising out of such consolidation were allotted to a Trustee, during the year 2013 and 2017 as per the Court Order. The Trustee in turn had sold the said shares in the open market at the prevailing market prices and transferred the net sale proceeds thereof to the Company and the Company had in turn distributed the said proceeds to respective members in the ratio of their fractional entitlements by permitted mode during the year 2013 and 2017. The details of the members for whom fractional entitlements paid during July 2017 and lying unclaimed with the Company is uploaded on the website of the Company at <http://www.eidparry.com>.
21. Since the e-AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.

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

Those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

- a) Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
- b) Members holding shares in physical form may register their email address and mobile number with Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited by sending an e-mail request at the email ID: [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com) along with signed scanned copy of the request letter providing the email address, mobile number, self-attested PAN copy and copy of share certificate for registering their email address and receiving the Annual report, e-AGM Notice and the e-voting instructions.
- c) Those members who have not registered their email addresses with the Company / Depository Participants, as the case may be, are requested to visit the website of the Company <http://www.eidparry.com/shareholders-meeting>

and click on 'Temporary registration of email id of Members for 45th AGM' and follow the process as mentioned on the landing page to receive the Annual Report, e-AGM Notice and Voting Instructions.

- d) In case of any queries, shareholder may write to [einward.ris@kfintech.com](mailto:einward.ris@kfintech.com).
- e) Those members who have registered their e-mail address, mobile nos., postal address and bank account details are requested to validate/update their registered details by contacting the Depository Participant in case of shares held in electronic form or by contacting KFin Technologies Private Limited, the Registrar and Share Transfer Agent of the Company, in case the shares held in physical form.

**23. Instructions to the Members for attending the e-AGM through Video Conference:**

- a) Attending the e-AGM: Member will be provided with a facility to attend the e-AGM through video conferencing platform provided by KFin Technologies Private Limited. Members may access the same at <https://emeetings.kfintech.com> and click on the "video conference" and login by using the remote e-voting credentials. The link for e-AGM will be available in 'shareholders'/members' login where the EVENT and the Name of the Company can be selected.
- b) The Members can join the e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting.
- c) Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the instructions provided in remote e-Voting in Note No. 24 below.
- d) Members are encouraged to join the Meeting through Laptops with Google Chrome for better experience.
- e) Further Members will be required to allow access to the Camera, if any, and are requested to use Internet with good speed to avoid any disturbance during the meeting.
- f) Please note that participants using Mobile Devices or Tablets or Laptops and are accessing the internet via "Mobile Hotspot" may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- g) Shareholders holding shares as on cut-off date may also visit <https://emeetings.kfintech.com> and click on the tab "Post Your Queries" to post their queries/ views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The posting of the questions by the shareholders/members shall commence from Friday, July 31, 2020 at 9.00 a.m. and shall close on Sunday, August 2, 2020 at 5.00 p.m.

Please note that, members questions will be answered only if the shareholder continues to hold the shares as of cut-off date.

- h) **Speaker Registration before e-AGM:** Shareholder who wish to register as speakers are requested to visit <https://emeetings.kfintech.com/> and click on "Speaker Registration". Mention the demat account number / folio number, city, email id, mobile number and register yourself as speaker. The speaker registration shall commence from Friday, July 31, 2020 and shall close on Sunday, August 2, 2020. Shareholders shall be provided with a 'queue number' before the e-AGM. Shareholders are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session, hence shareholders are encouraged to send their questions etc. in advance as mentioned above.

#### 24. Information on Remote e-voting and other information:

Remote e-voting: In compliance with the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the SEBI (LODR) Regulations, 2015 the Members are provided with the facility to cast their vote remotely on all resolutions set-forth in this notice through remote e-voting platform provided by KFin Technologies Private Limited ('remote e-voting').

- i. The remote e-voting facility will be available during the following period:
- Day, date and time of commencement of remote e-voting: Sunday, August 2, 2020 (9.00 A.M. IST).
  - Day, date and time of end of remote e-voting beyond which remote e-voting will not be allowed: Tuesday, August 4, 2020 at 5:00 p.m.
- ii. Details of Website: <https://emeetings.kfintech.com>
- iii. The voting rights of the Members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being Wednesday, July 29, 2020. A person who is not a Member as on the cut-off date should treat Notice of this Meeting for information purpose only.
- iv. The Company is sending through email, the e-AGM Notice and the Annual Report to the shareholders whose name is recorded as on in the Register of Members or in the Register of Beneficial Owners maintained by the depositories. Any person who acquires Shares of the Company and becomes Member of the Company

after Friday, July 3, 2020 being the date reckoned for the dispatch of the e-AGM Notice & Annual Report and who holds shares as on the cut-off date i.e. Wednesday, July 29, 2020, may obtain the User Id and password in the manner as mentioned below :

- a. If the mobile number of the Member is registered against Folio No./ DPID Client ID, the Member may send SMS:

MYEPWD<SPACE>EVEN Number (5379) + Folio number  
or

MYEPWD<SPACE>DPIDCLIENTID

to + 91- 9212993399

Example for:

Physical : MYEPWD<SPACE>53791234567890

NSDL : MYEPWD<SPACE>IN12345612345678

CDSL : MYEPWD<SPACE>1402345612345678

If e-mail address or mobile number of the Member is registered against Folio No./ DPID Client ID, then on the home page of <https://emeetings.kfintech.com>, the Member may click "Forgot Password" and enter Folio No. or DPID Client ID and PAN to generate a password.

- b. Member may call KFin's Toll free number 1-800-3454-001.
- c. Member may send an e-mail request to [evoting@kfintech.com](mailto:evoting@kfintech.com).
- v. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin Technologies Private Limited upon expiry of aforesaid period.
- vi. Details of persons to be contacted for issues relating to e-voting:  
Mr. Sri Sai Karthik Tikkiseti - Manager - Corporate Registry, KFin Technologies Private Limited, Unit: E.I.D.- Parry (India) Limited, Selenium, Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Contact No. 040-6716 2222/ 7961 1000 Toll Free No.: 18003454001, E-mail: [karthik.tikkiseti@kfintech.com](mailto:karthik.tikkiseti@kfintech.com)
- vii. Details of Scrutinizer: Mr. R. Sridharan, Company Secretary (Membership No. FCS 4775) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- viii. The procedure and instructions for remote e-Voting facility are as follows:
- Open your web browser during the remote e-voting period and navigate to '<https://emeetings.kfintech.com>'.
  - Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. or DP ID /Client ID will be your User ID. However, if you are already registered with KFin for e-voting, you can use your existing User ID and password for casting your vote.

3. After entering these details appropriately, click on "LOGIN". You will now reach password change menu wherein you are required to mandatorily change your 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 (like \*, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, email 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.
4. You need to login again with the new credentials.
5. On successful login, the system will prompt you to select the E-Voting Event Number for E.I.D.-Parry (India) Limited.
6. If you are holding shares in Demat form and had logged on to <https://emeetings.kfintech.com> and casted your vote earlier for any other Company, then your existing login id and password are to be used.
7. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. Wednesday, July 29, 2020 under "FOR/ AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/ AGAINST" taken together should not exceed your total shareholding as on the cut-off date.
8. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.
9. Members holding multiple folios/ demat accounts shall choose the voting process separately for each of the folios/ demat accounts.
10. 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.
11. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.
12. During the voting period, Members can login any number of times till they cast their vote on the Resolution(s).
13. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRIs, 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 e-mail ID: [rsaevoting@gmail.com](mailto:rsaevoting@gmail.com) with a copy to [evoting@kfintech.com](mailto:evoting@kfintech.com). They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "EIDPARRY\_5379".

14. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available at the download section of <https://emeetings.kfintech.com> or contact Mr. Sri Sai Karthik Tikkiseti of KFin Technologies Private Limited at 040- 6716 1509 or at 1800-3454-001 (toll free).

#### OTHER INSTRUCTIONS

- a. 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 e-AGM venue in a fair and transparent manner.
- b. The scrutiniser's decision on the validity of the vote shall be final.
- c. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final.
- d. 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](http://www.eidparry.com) and on the website of KFin Technologies Private Limited, <https://emeetings.kfintech.com>. The results shall simultaneously be communicated to the stock exchanges.
- e. 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 5, 2020.

#### 25. Instructions for members for Voting during the e-AGM session:

- a. The e-voting window shall be activated upon instructions of the Chairman during the e-AGM.
- b. E-voting during the e-AGM is integrate with the VC platform and no separate login is required for the same. The shareholders shall be guided on the process during the e-AGM.
- c. Members / shareholders, attending the e-AGM through Video Conference and who have not cast their vote on resolutions through Remote e-Voting shall be eligible to cast their vote through e-voting system available during the e-AGM.

- d. Members who have voted through Remote e-Voting will be eligible to attend the e-AGM, however, they shall not be allowed to cast their vote again during the e-AGM.

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

**Item No. 4**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s. Narasimha Murthy & Co., Cost Accountants as the Cost Auditors to conduct the audit of the cost records of the Company for the financial year ending March 31, 2021. 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.4 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2021.

The Board recommends the Ordinary Resolution at Item No.4 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. 4 of the Notice.

**Item No. 5**

The Company propose to realign its object Clause in line with its present business activities and possible future businesses which can be conveniently carried out along with its existing business. Hence, to enable the Company to capitalize on the business opportunities and to explore the possible revenue streams of the main objectives which are not specifically covered under the main objects of the

Company, the Board of Directors of the Company in its meeting held on February 6, 2020 has approved, subject to the consent of the shareholders, amendment in the Object Clause of the MOA of the Company in the manner as set out in the Special Resolution of this Notice. The alteration in the Object Clause of the MOA, as set out in the resolution, is to facilitate Company's entry into new business areas as defined therein. Most of the proposed activities can be carried out, under the existing circumstances, conveniently and advantageously along with the existing activities of the Company. These will enable the Company to carry on its business economically and efficiently. Pursuant to the provisions of Sections 4, 13, 110 and all other applicable provisions, if any, of the Act, read with applicable Rules and Regulations made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), alteration of the Object Clause of the MOA of the Company requires the approval of the members by means of a Special Resolution.

Members wish to inspect copy of the existing MOA, indicating the proposed amendments and other allied documents, if any, being referred in this resolution, can send an email to [investorservices@parry.murugappa.com](mailto:investorservices@parry.murugappa.com).

None of the Directors and/or Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise in the said resolution except to the extent of their shareholding, if any.

The Board recommends the resolution for approval of the members as a Special Resolution.

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

Place : Chennai  
Date : June 11, 2020

Biswa Mohan Rath  
Company Secretary



## ANNEXURE TO THE NOTICE DATED JUNE 11, 2020

## DETAILS PERTAINING TO DIRECTORS AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS &amp; DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Particulars	Mr. M. M. Venkatachalam
DIN	00152619
Age	61
Date of first appointment on the Board	07.02.2018
Qualifications	Graduated from The University of Agricultural Sciences, Bangalore and also holds an MBA Degree from The George Washington University, USA.
Expertise (including expertise in specific functional area) / Brief Resume / Experience	Mr. M. M. Venkatachalam serves on the Board of several Companies including the Board of Parry Agro Industries Limited, Coromandel International Limited, Ramco Cements Limited, Ramco Systems Limited and USV Private Limited.
Terms and Conditions of Appointment / Re-appointment	As per the resolution at Item No. 3 of the Notice convening Annual General Meeting on August 05, 2020 read with explanatory statement thereto, Mr. M. M. Venkatachalam is proposed to be appointed as Non-Executive Director liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	₹ 4.00 lakh
Remuneration proposed to be paid (except sitting fees and commission)	Nil
Shareholding in the Company as on March 31, 2020	Nil
No. of meetings of the Board attended during the year	5
Directorship in other Board as on March 31, 2020	<ol style="list-style-type: none"> <li>1. Coromandel International Limited</li> <li>2. The Ramco Cements Limited</li> <li>3. Ramco Systems Limited</li> <li>4. Coromandel Engineering Company Limited</li> <li>5. Parry Agro Industries Limited</li> <li>6. USV Private Limited</li> <li>7. Alampara Hotels And Resorts Private limited</li> <li>8. New Ambadi Estates Private Limited</li> <li>9. Ambadi Enterprises Limited</li> <li>10. Ambadi Investments Limited</li> <li>11. M M Muthiah Sons Private Limited</li> <li>12. M.M.Muthiah Research Foundation</li> <li>13. Ootacamund Club</li> </ol>

Particulars	Mr. M. M. Venkatachalam
<b>Chairman/Member of the Committees of the Boards of which he is a Director</b>	<b><u>The Ramco Cements Limited</u></b>
	<b>Member</b> - Audit Committee
	<b>Member</b> - Nomination & Remuneration Committee
	<b>Chairman</b> - Stakeholders Relationship Committee
	<b>Chairman</b> - CSR Committee
	<b>Member</b> - Risk Management Committee
	<b><u>Coromandel International Limited</u></b>
	<b>Member</b> - Audit Committee
	<b>Member</b> - Nomination & Remuneration Committee
	<b>Member</b> - CSR Committee
	<b><u>Parry Agro Industries Limited</u></b>
	<b>Member</b> - Audit Committee
	<b>Member</b> - Nomination & Remuneration Committee
	<b>Chairman</b> - Stakeholders Relationship Committee
	<b>Chairman</b> - CSR Committee
	<b><u>Ambadi Investments Limited</u></b>
	<b>Member</b> - CSR Committee
	<b><u>Ramco Systems Limited</u></b>
	<b>Member</b> - Audit Committee
	<b>Chairman</b> - Nomination & Remuneration Committee
	<b>Chairman</b> - Allotment Committee
	<b>Member</b> - Fund Raising Committee
	<b>Member</b> - Rights Issue 2013 Committee
<b>Member</b> - CSR Committee	
<b><u>Coromandel Engineering Company Limited</u></b>	
<b>Member</b> - Nomination & Remuneration Committee	
<b>Member</b> - Risk Management Committee	
<b><u>Ambadi Enterprises Limited</u></b>	
<b>Member</b> - CSR Committee	
<b><u>USV Private Limited</u></b>	
<b>Member</b> - Audit Committee	
<b>Member</b> - CSR Committee	
<b>Inter-se relationship with any Director / Key Managerial Personnel</b>	Nil