



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

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 and the Circulars issued by the Ministry of Corporate Affairs, Government of India as stated below]

To

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

NOTICE is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable laws and regulations (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), read with the Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020 and Circular No. 33/2020 dated September 28, 2020, issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), that the resolution appended below is proposed to be passed as a Special Resolution by the Members of E.I.D.-Parry (India) Limited ("Company") through Postal Ballot, only by voting through electronic means ("remote e-voting").

As per the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose email addresses are registered with the Company or depository / depository participant. The hard copy of Postal Ballot Notice along with Postal Ballot Forms and pre-paid business reply envelope will not be sent to the members for this Postal Ballot. The communication of assent / dissent of the members on the resolution proposed in this notice would only take place through the remote e-voting system. The instructions for remote e-voting are appended to this Postal Ballot Notice. The Members whose e-mail addresses not registered with the Company/Depositories, are requested to follow the process provided in the Notes to receive this Postal Ballot Notice and login credentials for remote e-voting.

The proposed Special Resolution and the explanatory statement pursuant to Section 102 of the Act read with the Rules and other applicable provisions of the Act, setting out the material facts' concerning the item and the reasons thereof are annexed hereto along with e-voting instructions.

In compliance with Regulation 44 of the Listing Regulations and provisions of Section 108 of the Act read with Rule 20 of the Rules, the Company has engaged M/s. KFin Technologies Private Limited (KFin) to provide the remote e-voting facility to enable the members to cast their votes electronically on the resolutions set forth in this notice.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company at its meeting held on December 16, 2020, appointed Mr. R.Sridharan of M/s. R. Sridharan & Associates, Company Secretaries, Chennai (Membership No. F4775) as the Scrutinizer ("Scrutinizer") for conducting the postal ballot voting process by way of remote e-voting in a fair and transparent manner.

The remote e-voting begins on Tuesday, December 29, 2020 at 09:00 a.m. IST and ends on Wednesday, January 27, 2021 at 05:00 p.m. IST.

You are requested to read the instructions fully and cast your vote electronically on or before the close of working hours (5.00 p.m. IST) on January 27, 2021. The remote e-voting module shall be disabled by M/s. KFin Technologies Private Limited after 5.00 p.m. IST on January 27, 2021. The Scrutinizer shall after conclusion of the voting through remote e-voting unblock the votes cast through remote e-voting.

The Scrutinizer will submit his report to the Chairman or any Director of the Company duly authorised by the Chairman after completion of the scrutiny of e-voting. The results of the postal ballot will be announced by the Chairman or any Director of the Company on Friday, January 29, 2021. The results of the postal ballot will also be displayed at the registered office and posted on the Company's website www.eidparry.com and on KFin's website www.evoting.kfintech.com as well as on the website of the Stock Exchanges where the Company's shares are listed viz. www.bseindia.com and www.nseindia.com.

The Resolution being Special Resolution will be declared as passed if the votes cast in favour of the resolution is not less than three times the number of votes, if any, cast against the resolution by members so entitled and voting.

The resolution, if passed by requisite majority, shall be deemed to have been passed on January 27, 2021, the last date specified for e-voting.

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

Place: Chennai
Date: December 16, 2020

Biswa Mohan Rath
Company Secretary

RESOLUTION FOR POSTAL BALLOT

(Pursuant to section 110 of the Companies Act, 2013)

Consent of Members for increase in the limits for making investments / extending loans and giving guarantees or providing securities in connection with loans to Persons / Bodies Corporate.

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

RESOLVED THAT pursuant to the provisions of Section 186 of the Companies Act, 2013 (“the Act”) read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and the Articles of Association and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “the Board”, which term shall be deemed to include, unless the context otherwise requires, any Committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, as they may in their absolute discretion deem beneficial and in the interest of the Company, subject however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time in future, shall not exceed a sum of Rs.1,000 Crores (Rupees One Thousand Crores only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors (or a Committee thereof constituted for this purpose) be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.

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

Place: Chennai
Date: December 16, 2020

Biswa Mohan Rath
Company Secretary

Notes:

1. The explanatory statement pursuant to the provisions of Section 102 and Section 110 of the Companies Act, 2013 (“the Act”) stating all material facts and the reasons thereof for the proposed resolution set forth in the Notice is annexed to and forms part of this Notice.
2. In terms of the requirements of the Act and the rules made there under, the Company has fixed December 25, 2020 as the cut-off date.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/List of Beneficial Owners as received from National Securities Depository Limited (NSDL) /Central Depository Services (India) Limited (CDSL) as on December 25, 2020.
4. A copy of the Postal Ballot Notice is also available on the Company’s website www.eidparry.com, on the website of the Company’s Registrar and Share Transfer Agent (‘RTA’) viz. M/s.KFin Technologies Private Limited (‘KFin’) <https://evoting.kfintech.com> and at the relevant sections of the websites of the Stock Exchanges where the shares of the Company are listed.
5. The voting rights of the Members/Beneficial Owners for this Postal Ballot shall be reckoned based on the equity shares held by them as on cut-off date, December 25, 2020. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
6. The Postal Ballot Notice is being sent to Members who have registered their e-mail IDs for receipt of documents in electronic form to their e-mail addresses registered with their respective Depository Participants (in case of dematerialised shareholding) / Company’s Registrar and Share Transfer Agent (in case of Physical shareholding).
7. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited, at einward.ris@kfintech.com.
8. Resolutions passed by the Members through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the Members.
9. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Rules and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the company is pleased to offer remote e-voting facility to all its Members to exercise their votes electronically on the resolution set forth in this postal ballot notice.
10. The Company has engaged KFin to provide remote e-voting facility to enable Members to exercise their votes.

11. The Board of Directors of the Company have appointed Mr.R.Sridharan (FCS 4775) of M/s. R.Sridharan & Associates, Practising Company Secretaries, Chennai, as Scrutinizer for conducting Postal Ballot voting through remote e-voting process in a fair and transparent manner.
12. The remote e-voting begins on December 29, 2020 at 09:00 a.m. IST and ends on January 27, 2021 at 05:00 p.m. IST. During this period, the Members of the company, holding shares either in physical form or in dematerialised form, as on the cut-off date December 25, 2020, are entitled to avail the facility to cast their vote electronically. The e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by KFin upon expiry of the aforesaid period. Once the vote on the resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast the vote again.
13. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Act, will be posted on the Company's website www.eidparry.com to facilitate online inspection of relevant documents until last date of E-voting of this Postal Ballot i.e. Wednesday, January 27, 2021.
14. In terms of 'MCA Circulars', voting can be done only by E-voting. As the E-voting does not require a person to attend to a meeting physically, the Members are strongly advised to use the E-voting procedure by themselves and not through any other person/ proxies. The detailed procedure with respect to E-voting is as follows.

THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

For Members receiving an e-mail from KFin, e-voting service provider [for Members whose e-mail addresses are registered with the company / DP(s)]:

- i. Open your web browser during the voting period and navigate to <https://evoting.kfintech.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be E-Voting Event Number- 5788 (EVEN) 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 KFin 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 E-voting event.
- vii. Select the EVENT of E.I.D.-Parry (India) Limited and click on “SUBMIT”.
- viii. Now you are ready for e-voting as “Cast Vote” page opens.
- ix. 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 should not exceed your total shareholding. 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.
- x. Members holding multiple folios / demat accounts shall choose the voting process separately for each folio / demat accounts.
- xi. You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- xii. A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you have voted on the resolution, 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.
- xiii. Corporate / institutional Members (i.e. other than Individuals, HUF, NRI etc.,) are also required to upload in the e-voting portal, the 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) or alternatively to send by e-mail, to the scrutinizer at e-mail, rsaevoting@gmail.com with a copy marked to evoting@kfintech.com. The scanned image of the abovementioned documents should be in the naming format “E.I.D.- Parry – Postal Ballot”.

In the light of the MCA Circular, Members who have not registered their e-mail address are requested to get their e-mail registered with the Company’s Registrar and Share Transfer Agent, KFin Technologies Private Limited, by following the registration process as mentioned below. Members holding shares in electronic folios may please note that the said process to collect email addresses is only for the limited purpose of sending the postal ballot e-voting notice and are requested to contact their depository participants for permanent registration of their e-mail address for all relevant purposes.

Electronic folios:

- (a) Visit the link <https://karisma.kfintech.com/emailreg>
- (b) Select the company name i.e. E.I.D.-Parry (India) Limited.
- (c) Shareholder to enter DPID-CLID / Folio No. and PAN.
- (d) Shareholder to enter the e-mail id and Mobile No.
- (e) System check the authenticity of the client id and PAN and send the different OTPs to Mobile and e-mail to Validate.
- (f) Shareholder to enter the OTPs received by SMS and e-mail to complete the validation process. (OTPs will be valid for 5 minutes only).
- (g) System confirms the registration of e-mail id for the limited purpose of serviced postal ballot notice.
- (h) System will send the notice & procedure for E-voting to the e-mail given by shareholder.

Physical folios:

- (a) Visit the link <https://karisma.kfintech.com/emailreg>
- (b) Select company name i.e. E.I.D.-Parry (India) Limited.
- (c) Shareholder to enter physical Folio No and PAN.
- (d) If PAN is not available in the records, shareholder to enter one of the Certificate No.
- (e) Shareholder to enter the e-mail id and Mobile No.
- (f) System check the authenticity of the Folio No. and PAN/ Certificate No. and send the different OTPs to Mobile and e-mail to Validate.
- (g) Shareholder to enter the OTPs received by SMS and e-mail to complete the validation process. (OTPs will be valid for 5 minutes only).
- (h) If PAN is not available in the records, system will prompt to upload the duly signed scan copy of the PAN.
- (i) System confirm the registration of e-mail id.
- (j) System will send the notice & procedure for E-voting to the e-mail given by shareholder.

Post successful registration of the e-mail, the shareholder would get soft copy of the notice and the procedure for E-voting along with the User ID and the Password to enable E-voting for this Postal Ballot. In case of any queries, shareholder may write to inward.ris@kfintech.com.

Other instructions:

- i. Those Members who have already registered their e-mail address are requested to keep their e-mail addresses validated with their Depository Participants/ the Company's Registrar and Share Transfer Agent, KFin Technologies Private Limited to enable servicing of notices/ documents/ Annual Reports electronically to their e-mail address.
- ii. In case of any query/ grievance pertaining to E-voting, please visit Help & FAQ section of <https://evoting.kfintech.com> or contact Mr. K.V. Prem Nair, Manager at KFin Technologies Private Limited [Unit: E.I.D-Parry (India) Limited], Selenium Tower B, Plot No. 31& 32, Gachibowli, Financial District, Hyderabad - 500 032, e-mail: einward.ris@kfintech.com, Contact No.: 040-67162222 & Toll-free No. 1800 3454 001.
- iii. 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).
- iv. The scrutinizer shall within a period of two working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the company and make a consolidated scrutinizer's report of the votes cast in favour or against, if any, forthwith to the Chairman or any Director of the Company.
- v. The results shall be declared at the registered office of the company. The results declared along with the scrutinizer's report shall be placed on the Company's website, www.eidparry.com and on the website of KFin, <https://evoting.kfintech.com> as well as on the website of the Stock Exchanges where the Company's shares are listed viz. www.bseindia.com and www.nseindia.com.
- vi. The resolution, if passed by requisite majority, shall be deemed to have been passed on January 27, 2021, the last date specified for e-voting.

The e-voting facility will be available during the following voting period

Commencement of e-voting	End of e-voting
Tuesday, December 29, 2020 at 9.00 a.m. IST	Wednesday, January 27, 2021 at 5.00 p.m. IST

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013

The Company has been making investments in, giving loans and guarantees to and providing securities in connection with loans to various persons and bodies corporate (including its subsidiary) from time to time, in compliance with the applicable provisions of the Act.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly, (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate, exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more.

Further, the said Section provides that where the aggregate of giving of any loan or guarantee or providing any security or the acquisition of securities of any Body Corporate as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required.

As per the latest audited Balance Sheet of the Company as on March 31, 2020, sixty per cent of the paid-up share capital, free reserves and securities premium account amounts to Rs.882.13 crore while one hundred per cent of its free reserves and securities premium account amounts to Rs.1,452.52 crore. Therefore, the maximum limit available to the Company under Section 186(2) of the Act for making investments or giving loans or providing guarantees / securities in connection with a loan, as the case may be, is Rs.1,452.52 crore.

The Company invests short/medium term surpluses in mutual funds on regular basis and inter corporate deposits. It also has investments in listed and unlisted securities including long-term bonds.

As on March 31, 2020, the aggregate value of investments, loans and inter corporate deposits made and guarantees issued by the Company, as the case may be, amounted to Rs.1,305.67 Crore and as on September 30, 2020 the said aggregate amount is at Rs.1,306.68 Crore.

In view of the above and considering the long term business plans of the Company, which requires the Company to make sizeable loans / investments and issue guarantees to persons or bodies corporate, from time to time, prior approval of the Members is being sought for enhancing the said limits. Hence, the Special Resolution mentioned in the Notice, notwithstanding the fact that the same exceeds the limits provided under Section 186 of the Act.

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: December 16, 2020

Biswa Mohan Rath
Company Secretary