

**Parrys Sugar Industries Limited**

CIN : L28100KA1986PLC049077

Registered Office:

Venus Building, 3rd Floor

1/2 Kalyanamantapa Road, Jakkasandra, Koramangala
Bengaluru - 560 034, Karnataka, India

T : +91 80 49006666 F : +91 80 49006600

W : www.parrysugar.com

June 24, 2016

The Dy. General Manager Corporate Relationship Dept. BSE Ltd. Phiroze Jeejeebhoy Towers Dalal Street MUMBAI - 400 001	The Manager-Listing National Stock Exchange of India Ltd. Exchange Plaza, 5 th Floor Plot No.C/1, G. Block Bandra-Kurla Complex, Bandra (E) MUMBAI - 400 051
Scrip Code No: 500162	Scrip Code : PARRYSUGAR
Fax: 022- 22722082/ 22723121	Fax 022 - 26598237 / 26598238

Dear Sir,

Re: Notice of the 30th Annual General Meeting

This has reference to our letter dated May 2, 2016.

In terms of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a copy of the Notice dated May 2, 2016 convening the 30th Annual General Meeting of the Company on July 22, 2016 at Bengaluru, is enclosed.

Thanking you,

Yours faithfully,
For Parrys Sugar Industries Limited

Company Secretary

Encl: a/a

**murugappa**

NOTICE

Notice is hereby given that the THIRTIETH Annual General Meeting (AGM) of the members of **Parrys Sugar Industries Limited** will be held on **Friday, July 22, 2016 at 10.30 A.M. at Khincha Hall, Bharatiya Vidya Bhavan, Race Course Road, Bengaluru - 560001**, to transact the following business:

Ordinary Business:

1. Adoption of financial statements

To receive, consider and adopt the audited financial statements of the Company for the year ended March 31, 2016 together with the Reports of the Board of Directors and the Independent Auditors thereon.

2. Appointment of Director

To appoint a Director in place of Mr. V. Ravichandran (DIN: 00110086), who retires by rotation and, being eligible, offers himself for re-appointment.

3. Re-appointment of Statutory Auditors

To re-appoint Statutory Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Rules framed there under as amended from time to time, M/s. R.G.N Price & Co., Chartered Accountants, (Firm Registration No. 0027855), be and they are hereby re-appointed as Statutory Auditors of the Company for a period of 3 years to hold office from the conclusion of this Annual General Meeting till the conclusion of the 33rd Annual General Meeting of the Company, on a remuneration of ₹7,75,000/- (Rupees Seven Lakh Seventy Five Thousand) per annum plus service tax as applicable and reimbursement of out of pocket expenses incurred by them in connection with the aforesaid audit as approved by the Board of Directors of the Company".

Special Business:

4. Remuneration of Cost Auditor

To ratify the remuneration of the Cost Auditors for the financial year ending March 31, 2017 and in this regard to consider and, if thought 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 ₹90,000/- (Rupees ninety thousand) plus service tax as applicable and reimbursement of out of pocket expenses payable to M/s Narasimha Murthy & Co., Cost Auditors (Firm Registration No. 000042) to conduct the audit of the cost records of the Company for the Financial Year ending March 31, 2017 as approved by the Board of Directors of the Company, be and is hereby ratified.

By Order of the Board of Directors
For **Parrys Sugar Industries Limited**

Amar Kumar Dora
Company Secretary

Chennai
May 2, 2016

Registered Office:
Venus Building, 3rd Floor, 1/2 Kalyanamantapa Road
Jakkasandra, Koramangala
Bengaluru - 560 034
CIN: L28100KA1986PLC049077

Tel: +91 80 49006616 Fax: +91 80 49006600
E-mail: investorgrievancescell@psil.murugappa.com
Website: www.parrysugar.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. A Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Item No. 4 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 15, 2016 to Friday, July 22, 2016, both days inclusive.
5. Members holding shares in electronic mode are requested to keep their email addresses updated and intimate immediately any change in their address, bank mandates to their Depository Participants. Members holding shares in physical mode are also requested to update their email addresses, advise any change in their address, bank mandates by writing to Karvy Computershare Pvt. Ltd. Unit: Parrys Sugar Industries Ltd. at Karvy Selenium Tower B, Plot number 31 & 32, Gachibowli, Hyderabad 500 008 quoting their folio number(s).
6. 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.
7. 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.
8. Pursuant to the provisions of Sections 205A, 205C and other applicable provisions, if any, of the Companies Act, 1956, the Company has transferred the unpaid or unclaimed dividends for the financial year 2007-08 to the Investor Education and Protection Fund (the IEPF) established by the Central Government. There are no unclaimed/unpaid dividends pending transfer to IEPF. 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 July 24, 2015 (date of last Annual General Meeting) on the website of the Company (www.parrysugar.com) as also on the website of the Ministry of Corporate Affairs.
9. 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 re-appointment. The relevant details of Mr. V. Ravichandran, as required under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, ("SEBI (LODR) Regulations, 2015") is annexed to this notice.
10. 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 the Company's Registrar and Transfer Agent. In respect of shares held in demat form, the nomination form may be filed with the respective Depository Participant.
11. 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 the Company's Registrar and Transfer Agent M/s. Karvy Computershare Pvt. Ltd. (Karvy).
12. Pursuant to Regulation 36 of the SEBI (LODR) Regulations, 2015 and Sections 20, 101 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.
13. In accordance with Section 136 of the Companies Act, 2013, the audited financial statements 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.

14. Members are requested to hand over the enclosed 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.
15. 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.
16. The route map showing directions to reach the venue of the AGM is annexed.
17. Voting through electronic means
 - (a) Pursuant to Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the SEBI (LODR) Regulations, 2015, the Company is pleased to provide its members the facility to exercise their right to vote on resolutions proposed in the notice of the thirtieth Annual General Meeting scheduled to be held on Friday, July 22, 2016 at 10.30 A.M. by way of remote e-voting.

“Remote e-voting” means the facility of casting votes by a member using an electronic system from a place other than the venue of the General Meeting.
 - (b) The facility for voting through ballot paper shall be made available at the Meeting and Members attending the Meeting who have not already cast their vote by remote e-voting shall be able to exercise their right at the Meeting.
 - (c) The Company has engaged the services of Karvy Computershare Pvt. Ltd. (“Karvy”) as the Agency to provide remote e-voting facilities.
 - (d) The remote e-voting facility commences on July 18, 2016 at 9.00 a.m and ends on July 21, 2016 at 5.00 p.m. The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of the aforesaid period.
 - (e) **The cut-off date for the purpose of remote e-voting and voting at the Annual General Meeting is Friday, July 15, 2016.**
 - (f) Information and other instructions relating to Remote E-voting are as under:
 1. (A) In case a Member receiving an email from Karvy [for Members whose email IDs are registered with the Company / Depository Participant(s)]
 - (a) Launch internet browser by typing the URL: <https://evoting.karvy.com>.
 - (b) Enter the login credentials (i.e. User ID and Password mentioned in the email). Your DP ID-Client ID/Folio No. will be your User 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.
 - (c) After entering these details appropriately, Click on “LOGIN”.
 - (d) 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, 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.
 - (e) You need to login again with the new credentials.
 - (f) On successful login, the system will prompt you to select the “EVENT” i.e., Parrys Sugar Industries Limited.
 - (g) 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 in “AGAINST” but the total number in “FOR/AGAINST” taken together should not exceed your total shareholding as on cut-off date. You may also choose the option ABSTAIN. If the shareholder does not indicate either “FOR” or “AGAINST” it will be treated as “ABSTAIN” and the shares held will not be counted under either head.
 - (h) Shareholders holding multiple demat accounts /folios shall choose the voting process separately for each demat accounts/folios.
 - (i) 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.
 - (j) You may then cast your vote by selecting an appropriate option and click on “Submit”.

- (k) 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. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
 - (l) Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc. together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e mail ID: sree@sreedharancs.com with a copy marked to evoting@karvy.com and investorgrievancescell@psil.murugappa.com. The scanned image of the above mentioned documents should be in the naming format "Parrys Sugar Industries Limited, 30th Annual General Meeting".
- (B) In case of Members receiving physical copy of the AGM Notice by Post [for Members whose email IDs are not registered with the Depository Participant(s)/ Company]:
1. The User ID and initial password is provided at the bottom of the attendance slip for the Annual General Meeting (which is being sent alongwith the Annual Report)
 2. Please follow all steps from Sl. No. (a) to (l) as mentioned in (A) above, to cast your vote.
2. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
 3. The facility for voting through ballot paper shall be made available at the venue of the Meeting and the members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting through above Voting system.
 4. Members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
 5. Voting rights shall be in proportion to their shares of the paid up equity share capital of the Company, as on the cut- off date being Friday, July 15, 2016.
 6. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e., Friday, July 15, 2016 only shall be entitled to avail the facility of remote e-voting / voting by ballot at the meeting.
 7. The Board of Directors of the Company has appointed Mr. V. Sreedharan, Partner, M/s V. Sreedharan & Associates, Practicing Company Secretaries (Membership Number FCS-2347; CP No. 833), as a Scrutinizer to scrutinize the remote e-voting and voting through ballot process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for said purpose.
 8. Any person who becomes a member of the Company after despatch of the Notice of the Meeting and holding shares as on the cut-off date i.e., Friday, July 15, 2016, 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. / DP ID Client ID, the member may send SMS: MYEPWD <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
 Example for NSDL: MYEPWD <SPACE> IN12345612345678
 Example for CDSL : MYEPWD <SPACE> 1402345612345678
 Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - (b) 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.
 - (c) Member may call Karvy's toll free number 1-800-3454-001.
 - (d) Member may send an e-mail request to evoting@karvy.com.

If a member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote through remote e-voting.
 9. The Scrutinizer, after scrutinising 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.parrysugar.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the Stock Exchanges.
 10. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e., July 22, 2016.
 11. In case of any query pertaining to e-voting, please visit Help & FAQ's section of <https://evoting.karvy.com> (Karvy's website).

STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 4

The Board of Directors of the company on the recommendation of the Audit Committee, approved the appointment and remuneration of M/s Narasimha Murthy & Co., Cost Accountants, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2017.

In terms of the provisions of Section 148 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the Members of the Company. Accordingly, the Members are requested to approve the remuneration payable to the Cost Auditors during the year 2016-17 as set out in the Resolution.

None of the Directors/Key Managerial Personnel of the Company and their relatives are in any way concerned or interested financially or otherwise in Resolution No. 4.

The Board commends the Ordinary Resolution set out in Item No. 4 of the Notice for approval by the Members.

By Order of the Board of Directors
For **Parrys Sugar Industries Limited**

Chennai
May 2, 2016

Amar Kumar Dora
Company Secretary

Details of Director seeking re-appointment at the Annual General Meeting

Particulars	Mr. V. Ravichandran
Date of Birth	09/06/1956
Date of Appointment	27/08/2010
Qualifications and Experience	Engineering Graduate and holds a Post Graduate Diploma in Management from IIM, Ahmedabad, a Cost Accountant and a Company Secretary 31 years
Expertise in specific functional area	Finance, Marketing and General Management
Directorship in other Companies	E.I.D.- Parry (India) Limited
	Coromandel International Limited
	Murugappa Holdings Limited
	Parry Infrastructure Company Private Limited
	Parry Sugars Refinery India Private Limited
	Yanmar Coromandel Agrisolutions Private Limited
	CFL Mauritius Limited
	US Nutraceuticals LLC
	Parry America Inc.
	Foskor Pty Limited
	Alimtec S.A
Membership/Chairmanships of Committees of other public companies (includes only Audit and Stakeholders' Relationship Committee)	<u>Audit Committee</u> - Member Parry Infrastructure Company Private Limited <u>Stakeholders Relationship Committee</u> - Member Coromandel International Limited E.I.D.- Parry (India) Limited Murugappa Holdings Limited
Number of shares held in the Company	Nil
Inter-se relationship with any Director/KMP	Nil

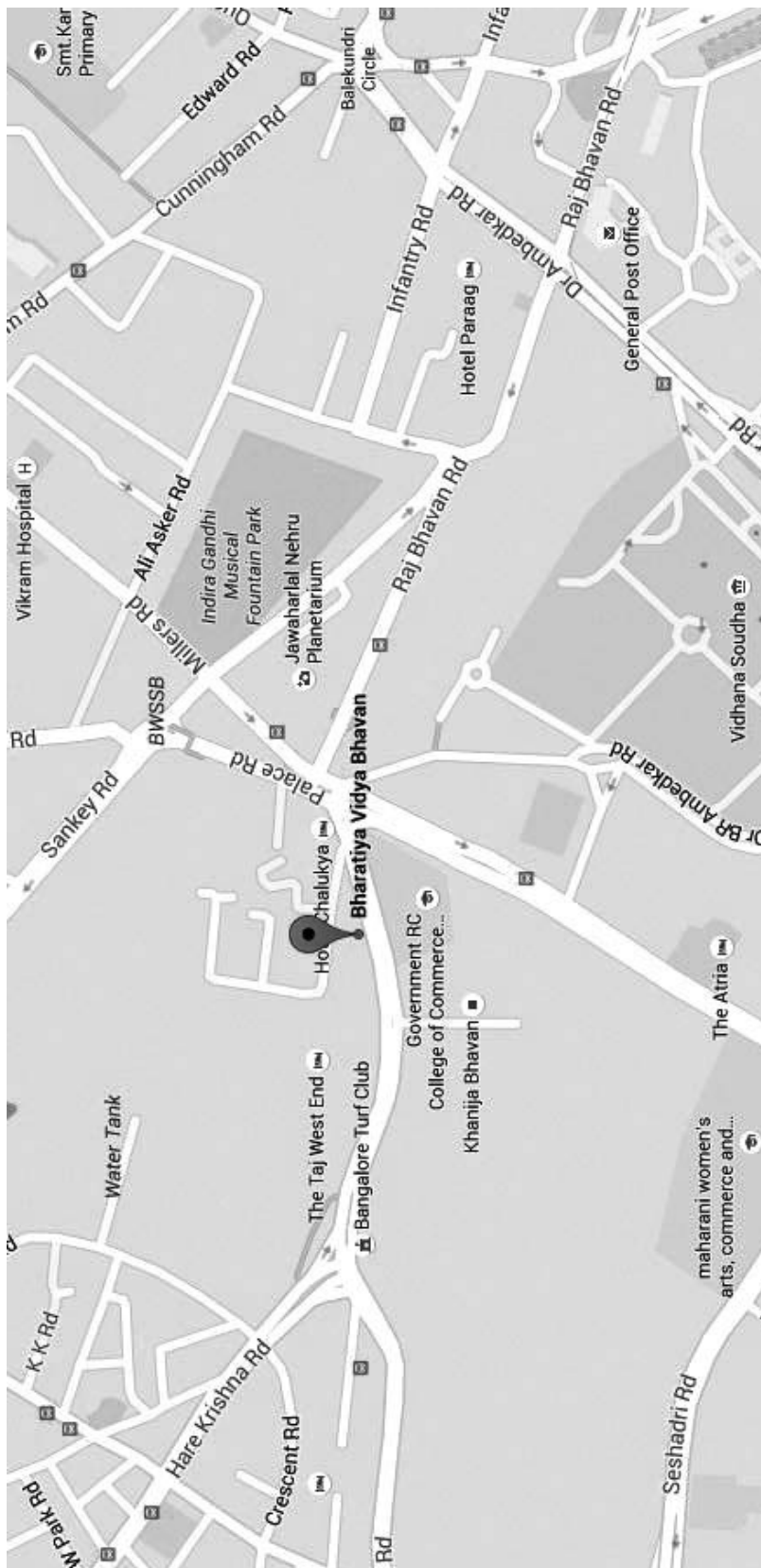
Location map of the venue of the
30th Annual General Meeting
of Parrys Sugar Industries Limited

Venue:

Khincha Hall, Bharatiya Vidya Bhavan, Race Course
Road, Bengaluru - 560001

Land Mark:

- Near Hotel Chalukya
- Opposite to RC College.





PARRYS SUGAR INDUSTRIES LIMITED

(CIN: L28100KA1986PLC049077)

Regd. Office: Venus Building, 3rd Floor, 1/2 Kalyanamantapa Road, Jakkasandra, Koramangala, Bengaluru - 560 034, Karnataka,
Tel: 080-49006666 Fax: 080-49006600

e-mail: investorgrievancescell@psil.murugappa.com | website: www.parrysugar.com

FORM NO. MGT-11 PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s)																
Registered address:																
E-mail Id:																
Folio No/ Client Id																
DP ID:																

I/We, being the member (s) of shares of the above named company, hereby appoint

Name:	Email Id:
Address:	
	Signature_____

or failing him/ her

Name:	Email Id:
Address:	
	Signature_____

or failing him/ her

Name:	Email Id:
Address:	
	Signature_____



as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 30th Annual General Meeting of the company, to be held on the Friday July 22, 2016 at 10.30 a.m. at Khincha Hall, Bharatiya Vidya Bhavan, Race Course Road, Bengaluru - 560 001 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution	Vote		
		For	Against	Abstain
1.	Adoption of the audited financial statements of the Company, the Reports of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2016.			
2.	Appointment of Director in place of Mr. V.Ravichandran (DIN: 00110086) who retires by rotation and being eligible, seeks re-appointment.			
3.	Re-appointment of M/s. R.G.N. Price & Co., as Statutory Auditors			
4.	Remuneration of M/s. Narasimha Murthy & Co., Cost Auditors			

Signed this day of..... 2016.

Affix revenue stamp

_____	_____
Signature of shareholder	Signature of Proxy holder(s)

Note:

1. This form of proxy, in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.





PARRYS SUGAR INDUSTRIES LIMITED

(CIN: L28100KA1986PLC049077)

Registered Office: Venus Building, 3rd Floor, 1/2 Kalyanamantapa Road, Jakkasandra, Koramangala, Bengaluru- 560034, Karnataka

Tel: +91 80 49006616 Fax: +91 80 49006600

Email: investorgrievancescell@psil.murugappa.com Website: www.parrysugar.com

ATTENDANCE SLIP FOR 30TH ANNUAL GENERAL MEETING

(to be handed over at the Registration Counter)

Folio No.	DP ID:	Client ID :
Name :		
Address:		

I/We hereby record my/our presence at the 30th Annual General Meeting of the Company on Friday, July 22, 2016 at 10.30 a.m. at Khincha Hall, Bharatiya Vidya Bhavan, Race Course Road, Bengaluru - 560001.

Signature of Member

Signature of Proxy Holder

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ELECTRONIC VOTING PARTICULARS

EVEN (E Voting Event Number)	USER ID	PASSWORD/PIN

