

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

Regd.Office : Dare House, 234, N.S.C.Bose Road, Parrys Corner, Chennai 600001, India.

Tel : 91.44 25306789 Fax : 91.44. 25341609 / 25340858

CIN : L24211TN1975PLC006989

Website : www.eidparry.com

July 12, 2018

National Stock Exchange of India Ltd
Listing Department
Exchange Plaza, 5th Floor
Plot No.C/1, G. Block
Bandra Kurla Complex
Bandra (E)
Mumbai – 400 051.

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001.

Scrip Code: EIDPARRY EQ

Scrip Code: 500125

Dear Sirs,

Sub. : Notice of the 43rd Annual General Meeting

This is to inform that the 43rd Annual General Meeting (AGM) of the members of the Company will be held on Wednesday, August 8, 2018.

The Notice convening the meeting is enclosed for your information and records.

Thanking you,

Yours faithfully
For **E.I.D.- PARRY (INDIA) LIMITED**

G.Jalaja
Company Secretary

Encl. : a/a



murugappa

NOTICE

Notice is hereby given that the Forty Third Annual General Meeting of the Members of E.I.D. - Parry (India) Limited will be held on Wednesday, August 8, 2018 at 3.30 p.m. at The Music Academy, Madras, New No. 168 (Old No. 306), T.T.K. Road, Royapettah, Chennai - 600014 to transact the following businesses:

ORDINARY BUSINESS:

1. Adoption of Standalone Financial Statements

To consider and, if thought 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, 2018 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 thought 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, 2018 and the report of the Auditors thereon be and are hereby received, considered and adopted.”

3. Declaration of Dividend

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

“RESOLVED THAT a final dividend of ₹ 3/- (Rupees Three only) per equity share as recommended by the Board of Directors be and is hereby declared on the outstanding equity shares of ₹ 1/- each of the Company for the year ended March 31, 2018 and that the same be paid out of the profits of the Company to those members, whose names appear in the register of members in case the shares are held in physical form and in case of shares held in dematerialised form as per the details furnished by the depositories for this purpose as on August 08, 2018.”

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

“RESOLVED THAT Mr. C.K.Ranganathan (DIN: 00550501), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from November 8, 2017 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. C.K.Ranganathan, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing November 8, 2017 to November 7, 2022, be and is hereby approved.”

6. Appointment of Independent Director

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

“RESOLVED THAT Mr. Ajay B Baliga (DIN: 00030743), who was appointed by the Board of Directors, as an Additional Director with effect from May 9, 2018 and who holds office up to the date of this Annual General Meeting in terms of Section 161(1) of the Companies Act, 2013 (“Act”) and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company.”

“RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time, the appointment of Mr. Ajay B Baliga, who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who has submitted a declaration to that effect, and who is eligible for appointment as an Independent Director of the Company, not liable to retire by rotation, for a term of five years commencing May 9, 2018 to May 8, 2023, be and is hereby approved.”

SPECIAL BUSINESS

5. Appointment of Independent Director

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

7. Appointment of Director

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

“RESOLVED THAT Mr. Ramesh K.B. Menon (DIN: 05275821), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from November 8, 2017 and who holds office up to the date of this Annual General Meeting in terms of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director of the Company be and is hereby appointed as a Director of the Company liable to retire by rotation.”

8. Appointment of Director

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

“RESOLVED THAT Mr. M.M.Venkatachalam (DIN: 00152619), who was appointed by the Board of Directors, as an Additional Director of the Company with effect from February 7, 2018 and who holds office up to the date of this Annual General Meeting in terms of Section 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of the Company be and is hereby appointed as a Director of the Company liable to retire by rotation.”

9. Remuneration of Cost Auditors

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

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of ₹ 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, 2019 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.”

10. Issue of Non-Convertible Debentures

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

“RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and such other rules/regulations, as may be applicable, consent be and is hereby accorded to the Board of Directors of the Company to offer, invite and issue secured / unsecured redeemable non-convertible debentures, aggregating up to ₹ 300 Crore (Rupees Three hundred crore only), on private placement basis to Nationalised Banks/Indian Private Banks/Foreign Banks/Other Banks/Financial Institutions/Other eligible investors in one or more tranches during a period of one year from the date of passing of this resolution within the overall borrowings limits of the Company as approved by the members from time to time and on such terms and conditions as the Board of Directors of the Company may determine and consider proper and most beneficial to the Company including, without limitation, as to when the said Debentures are to be issued, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

RESOLVED FURTHER THAT the Board of Directors of the Company (including any Committee thereof), be and is hereby authorised to do all such acts, deeds and things and give such directions as may be deemed necessary or expedient, to give effect to this resolution.”

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

G. Jalaja
Company Secretary

Place : Chennai

Date : May 9, 2018

Registered Office:

'Dare House', Parrys 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. **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 representatives to attend and vote on their behalf at the meeting.
3. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Item Nos. 5 to 10 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 27, 2018 to Wednesday, August 8, 2018 (both days inclusive).
5. **The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the business set out in the Notice will be transacted through such voting.** Information and instructions including details of used id and password relating to e-voting are provided in the Notice.
6. If dividend as recommended by the Board of Directors is approved at the meeting, payment of such dividend will be made on or before August 22, 2018, as under:
 In respect of Shares held in physical form, to all those Members whose names appear on the Company's Register of Members after giving effect to valid transfers in respect of transfer requests lodged with the Company on or before the close of business hours on July 27, 2018.
 In respect of Shares held in electronic form, to all beneficial owners of the shares, as per details furnished by the Depositories for this purpose, as of the close of business hours on August 8, 2018. Members are requested to provide Bank details to facilitate payment of dividend either in electronic mode or for printing on the payment instruments.
7. Members holding shares in electronic mode are requested to keep their e-mail 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 e-mail addresses, advise any change in their address, bank mandates by writing to Karvy Computershare Pvt. Ltd. (Karvy), Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad-500 032 quoting their folio number(s).
8. 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.
9. 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.
10. The Company has transferred the unpaid or unclaimed dividends declared up to financial years 2010-11 from time to time 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 4th August, 2017 (date of last Annual General Meeting) on the website of the Company (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.
11. In terms of Section 152 of the Companies Act, 2013, Mr. V.Ravichandran, Director retires by rotation at the AGM and being eligible, offers himself for reappointment. Mr. C.K. Ranganathan, Mr. Ramesh K.B. Menon, Mr. M.M. Venkatachalam and Mr. Ajay B Baliga appointed as Additional Directors by the Board of Directors are seeking appointment at the AGM. Details of Directors retiring by rotation / seeking appointment at the ensuing AGM are provided in the "Annexure" to the Notice pursuant to the provisions of (i) SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India. The Directors have furnished the requisite consents/declarations for their appointment/re-appointment.
12. The requirement to place the matter relating to appointment of Auditors for ratification by members at every AGM is done away with vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, New Delhi. Accordingly, no resolution is proposed for ratification of appointment of Auditors, who were appointed in the Annual General Meeting held on August 4, 2017.
13. 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 Karvy. In respect of shares held in demat form, the nomination form may be filed with the concerned Depository Participant.
14. Pursuant to Regulation 36 (1) & 44 of the SEBI (LODR) Regulations, 2015 and Sections 20, 101, 108 and 136 of the Companies Act, 2013, electronic copy of Annual Report and this Notice inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy form are being sent by e-mail to those shareholders whose e-mail addresses have been made available to the Company/ Depository Participants unless any member has requested for a hard copy of the same.

15. Relevant documents referred to in the proposed resolutions are available for inspection at the Registered Office of the Company during business hours on all days except Saturdays, Sundays and Public holidays up to the date of the Annual General Meeting. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and Register of Contracts or arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 will be available for inspection by the members at the Annual General Meeting.
16. Members are requested to hand over the Attendance Slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission at 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.
17. 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.
18. 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.
19. The route map showing directions to reach the venue of the Annual General Meeting is annexed.
20. **Information on Remote e-voting & Insta-poll and other information :**

A. Remote e-voting: In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and the provisions of Regulation 44 of the Securities and Exchange Board of India (LODR) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited (Karvy) on all resolutions set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

(a) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

- i. Launch internet browser by typing the URL: <https://evoting.karvy.com>.
- ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) 3861 followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.
- iii. After entering these details appropriately, click on "LOGIN".

- iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, \$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, 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.
- v. You need to login again with the new credentials.
- vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company'
- vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.
- viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.
- x. You may then cast your vote by selecting an appropriate option and click on "Submit".
- xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution (s), you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).
- xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email id rsaevoting@gmail.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "E.I.D.-Parry (India) Limited_Event No."

(b) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

- i. E-Voting Event Number – 3861 (EVEN), User ID and Password is provided in the Attendance Slip.
- ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

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

OTHER INSTRUCTIONS

- a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of <https://evoting.karvy.com> (Karvy Website) or contact Mr. I L Murthy, Manager (Unit: Name of the Company) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 1500 or call Karvy's toll free No. 1800-3454-001 for any further clarifications.
- b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- c. The remote e-voting period commences on Saturday, August 4, 2018 (9.00 A.M. IST) and ends on Tuesday August 7, 2018 (5.00 P.M. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 1, 2018, may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter.
- d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. August 1, 2018,
- e. In case a person has become a Member of the Company after dispatch of AGM Notice but on or before the cut-off date for E-voting i.e., August 1, 2018, he/she may obtain the User ID and Password in the manner as mentioned below:
 - ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - iii. Member may call Karvy's toll free number 1800-3454-001.
 - iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.
- f. Mr. R. Sridharan, M/s R. Sridharan & Associates, Company Secretaries, Chennai is appointed as scrutinizer to scrutinise the remote e-voting and voting at the AGM venue in a fair and transparent manner.
- g. The scrutinizer after scrutinizing the votes cast at the meeting and through remote e-voting, will not later than 48 hours of conclusion of the meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the company www.eidparry.com and on the website of Karvy <https://evoting.karvy.com>. The results shall simultaneously be communicated to the stock exchanges.
- h. Subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting, viz., August 8, 2018.

PROCEDURE AND INSTRUCTIONS FOR WEB CHECK-IN/ ATTENDANCE REGISTRATION

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

Procedure of Web Check-in is as under:

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

- g. After registration, a copy will be returned to the Member.
- h. The Web Check-in (Online Registration facility) is available for AGM during e-voting Period only i.e., Saturday, August 4, 2018 (9.00 A.M. IST) to Tuesday, August 7, 2018 (5.00 P.M. IST).
- i. The Members are requested to carry their valid photo identity along with the above attendance slip for verification purpose.

Statement pursuant to Section 102 of the Companies Act, 2013

The following Statement sets out all material facts relating to the business mentioned under Item Nos. 5 to 10 of the accompanying Notice:

Item No. 5 & 6

Mr. C.K. Ranganathan (DIN: 00550501) and Mr. Ajay B. Baliga (DIN: 00030743) were appointed as Independent Directors by the Board of Directors on November 8, 2017 and May 9, 2018 respectively. Pursuant to Section 161 of the Companies Act, 2013, they hold office up to the date of this annual general meeting. Notices have been received from members proposing Mr. C.K. Ranganathan and Mr. Ajay B. Baliga as candidates for the office of Director of the Company.

Mr. C.K. Ranganathan and Mr. Ajay B. Baliga have given declarations to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, they fulfill the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Directors and are independent of the management.

The Board recommends the appointment of Mr. C.K. Ranganathan and Mr. Ajay B. Baliga as Independent Directors of the Company not liable to retire by rotation for a term of five consecutive years from the date of their appointment.

The terms and conditions of the appointment of Mr. C.K. Ranganathan and Mr. Ajay B. Baliga as Independent Directors would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day excluding Saturday and Sunday and public holidays. Notice has been received from members proposing Mr. C.K. Ranganathan and Mr. Ajay B. Baliga as candidates for the office of Director of the Company. The disclosure under Regulation 36 of the SEBI (LODR) Regulations and SS-2 is annexed to this Notice.

The Board recommends the Ordinary Resolutions at Item Nos. 5 and 6 for approval by the Members.

Except Mr. C.K. Ranganathan and Mr. Ajay B. Baliga, being the appointees, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution set out at Item Nos. 5 and 6 of the Notice.

Brief Profile of Mr. C.K. Ranganathan

Mr. C.K. Ranganathan, a Chemistry Graduate, has rich experience as an Entrepreneur. He is the Chairman and Managing Director of

Cavinkare Private Limited. He was Chairman of the Confederation of Indian Industry, Tamil Nadu State Council for the year 2009/10.

Mr. C.K. Ranganathan is not related to any other Director of the Company.

Brief Profile of Mr. Ajay B. Baliga

Mr. Ajay B. Baliga is a B.Tech in Chemical Engineering from the University of Madras and started his career as an Engineering Trainee in Shaw Wallace & Co in 1981. He is a veteran supply chain and manufacturing professional having over 36 years experience in the Alco Beverages Industry.

Mr. Ajay B. Baliga is not related to any other Director of the Company.

Item No. 7 & 8

Mr. Ramesh K.B. Menon and Mr. M.M. Venkatachalam were appointed as Additional Directors of the Company by the Board of Directors at their meetings held on November 8, 2017 and February 7, 2018 respectively. As Additional Directors, they hold office up to the date of the ensuing Annual General Meeting. In terms of Section 161 and other applicable provisions of the Companies Act, 2013 and the rules thereunder, they are eligible for appointment as Directors of the Company. Notices have been received from members proposing Mr. Ramesh K.B. Menon and Mr. M.M. Venkatachalam as candidates for the office of Director of the Company. The disclosure under Regulation 36 of the SEBI (LODR) Regulations and SS-2 is annexed to this Notice.

The Board recommends the Ordinary Resolutions at Item Nos. 7 and 8 for approval by the Members.

Except Mr. Ramesh K.B. Menon and Mr. M.M. Venkatachalam, being the appointees, none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the resolution set out at Item Nos. 7 and 8 of the Notice.

Brief Profile of Mr. Ramesh K.B. Menon

Mr. Ramesh K.B. Menon is a Science graduate from Jaihind College, Mumbai and an alumnus of XLRI, Jamshedpur (Batch of 1985). He has over 32 Years of experience including 27 years with Madura Coats and has handled several HR leadership assignments including HR Head for South Asia & Africa regions, consisting of 13 countries. He is the Director HR & Lead Director – Diversified Business, Murugappa Group.

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

Brief Profile of Mr. M.M. Venkatachalam

Mr. M.M. Venkatachalam is a graduate from The University of Agricultural Sciences, Bangalore and holds an MBA Degree from The George Washington University, USA. He serves on the Boards of several Companies including Parry Agro Industries Ltd., Coromandel International Ltd., Ramco Cements Ltd., Ramco Systems Ltd., and USV Private Ltd.

Mr. M.M. Venkatachalam is one of the promoters of the Company. He is not related to any other Director of the Company.

Item No. 9

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 pertaining to Sugar, Power and Alcohol for the financial year ending March 31, 2019. 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.9 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2019.

The Board recommends the Ordinary Resolution at Item No.9 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. 9 of the Notice.

Item No.10

The members of the Company, at the previous AGM held on August 4, 2017, had passed a special resolution authorising the Board of Directors of the Company to offer or invite subscription for redeemable non-convertible debentures for an amount not exceeding ₹ 300 Crore in one or more tranches, on private placement. The said resolution is valid and effective for 1 (One) year till August 3, 2018. The members may note that the Company issued redeemable non-convertible debentures for ₹ 100 Crore, pursuant to the said authorization.

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

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

Accordingly, consent of the members is sought for passing the Special Resolution as set out at Item No. 10 of the Notice. This resolution is an enabling resolution and authorises the Board of Directors of the Company to offer or invite subscription for non-convertible debentures, as may be required by the Company, from time to time for a period of one year from the date of passing this resolution.

The Board recommends the Special Resolution set out at Item No.10 of the Notice for approval by the members.

None of the Directors / Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 10 of the Notice.

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

Place : Chennai
Date : May 9, 2018

G.Jalaja
Company Secretary