

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

Regd.Office : Dare House, 234,N.S.C. Bose Road, Parrys Corner, Chennai 600 001, India.

Tel : 91.44.25306789 Fax : 91.44.25341609 / 25340858

CIN : L24211TN1975PLC006989

Website : www.eidparry.com

April 06, 2023

BSE Limited
1st Floor, New Trading Ring,
Rotunda Building,
Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai - 400 001.
Scrip Code: 500125

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor,
Plot No. C/I, G. Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai - 400 051.
Scrip Code: EIDPARRY

Dear Sir/Madam,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

Pursuant to Regulation 30 of the SEBI LODR, please find enclosed a copy of the Postal Ballot Notice together with the Explanatory Statement sent by electronic mode today (April 6, 2023) to all the members of the company, seeking approval for the re-appointment of Mr.Ajay B Baliga (DIN:00030743) as a Non-Executive and Independent Director of the company, with effect from May 9, 2023, for the second term of 5 years.

Pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules"), Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions of the Act, Rules, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), the Board of Directors of E.I.D.-Parry (India) Limited has recommended the passing of resolution as set out in the Postal Ballot Notice ("Notice") dated March 31, 2023 by the Members, only by way of remote e-voting process.

This Postal Ballot Notice is being sent through electronic mode to those Members whose E-mail address are registered with the Company or Registrar and Share Transfer Agent or Depository Participants and whose names appear in the Register of Shareholders / List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") as on Friday, March 31, 2023 ("cut-off date")

The Company has engaged the services of KFin Technologies Limited, Registrar and Share Transfer Agent, for providing remote e-voting facility to all its members. The remote e-voting begins on April 8, 2023, at 09:00 a.m. IST and ends on May 7, 2023, at 05:00 p.m. IST. The remote e-voting shall not be allowed beyond the said date and time.

The results of the postal ballot will be announced by the Chairman / any Director/ Company Secretary of the Company on or before Tuesday, May 9, 2023. 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 <https://evoting.kfintech.com/public/Downloads.aspx> 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 Postal Ballot Notice will be available on the Company's website at <https://www.eidparry.com/postal-ballot/>, on the website of the Company's Registrar and Share Transfer Agent, ("RTA") KFin

**murugappa**



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

Regd.Office : Dare House, 234,N.S.C. Bose Road, Parrys Corner, Chennai 600 001, India.

Tel : 91.44.25306789 Fax : 91.44.25341609 / 25340858

CIN : L24211TN1975PLC006989

Website : www.eidparry.com

Technologies Limited ("KFIN"), [https:// evoting.kfintech.com](https://evoting.kfintech.com) and on the website of stock exchanges i.e. www.nseindia.com and www.bseindia.com.

Kindly take the above information on record.

Thanking you

Yours faithfully

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

Biswa Mohan Rath
Company Secretary
Encl: As above



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

CIN: L24211TN1975PLC006989

Registered Office: 'Dare House', Parrys Corner, Chennai - 600 001

Tel.: +91-44-25306789, Fax: +91-44-25306930

Email: investorservices@parry.murugappa.com

Website: www.eidparry.com

NOTICE OF POSTAL BALLOT

To

The Members

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") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("Rules") and Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and other applicable provisions of the Act, Rules, circulars and notifications issued thereunder (including any statutory modification or re-enactment thereof for the time being in force and as amended from time to time), that the special resolution as set out in this notice is proposed for consideration by the Members of E.I.D.-Parry (India) Limited ("Company") for passing through Postal Ballot by Electronic means ("remote e- voting").

PROPOSED RESOLUTION

Re-appointment of Mr. Ajay B Baliga as an Independent Director of the Company:

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulations 17 & 25 (including any statutory modification(s) or re-enactment thereof for the time being in force) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Ajay B Baliga (DIN: 00030743) who was appointed as an Independent Director of the Company by the Members with effect from May 9, 2018 and whose term of office expires on May 8, 2023, be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation for a second term of five consecutive years from May 9, 2023 upto May 8, 2028 (both days inclusive)."

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

Place: Chennai
Date: March 31, 2023

Biswa Mohan Rath
Company Secretary

Notes:

1. The explanatory statement pursuant to the provisions of Section 102 and Section 110 of 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. As per General Circular No.14/2020 dated 8th April, 2020 read with General Circular No.17/2020 dated 13th April, 2020, General Circular No.22/2020 dated 15th June, 2020, General Circular No.33/2020 dated 28th September, 2020, General Circular No.39/2020 dated 31st December, 2020, General Circular No.10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No.3/2022 dated 5th May, 2022 and General Circular No.11/2022 dated 28th December, 2022 (“MCA Circulars”) and other applicable laws and regulations, this Notice along with the instructions regarding remote e-voting is being sent only by email to all those members, whose email addresses are registered with the Company or with the depository(ies) / depository participants and whose names appear in the register of members/list of beneficial owners as on the Cut-off date i.e., March 31, 2023. Members may note that this Notice also will be available on the Company’s website, www.eidparry.com and on the website of the Company’s Registrar and Share Transfer Agent, (“RTA”) KFin Technologies Limited (“KFIN”), [https:// evoting.kfintech.com](https://evoting.kfintech.com) and on the website of stock exchanges i.e. www.nseindia.com and www.bseindia.com.
3. 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, March 31, 2023. A person who is not a shareholder on the relevant date should treat this notice for information purpose only. As per the MCA Circulars, physical copy of the Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the members for this Postal Ballot.
4. 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).
5. 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 KFIN at inward.ris@kfintech.com
6. The remote e-voting begins on **April 8, 2023**, at 09:00 a.m. IST and ends on **May 7, 2023**, at 05:00 p.m. IST. The remote e-voting will not be allowed beyond the aforesaid date and time and the remote 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.
7. The resolution, if passed by requisite majority, shall be deemed to have been passed on **May 7, 2023**, the last date specified for remote e-voting.
8. Resolution 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 Rule 22(5) of the Rules, the Board of Directors of the Company have appointed Mr. R.Sridharan of M/s. R. Sridharan & Associates, Company Secretaries, Chennai (Membership No. F4775 / CP No: 3239) as the Scrutinizer (“Scrutinizer”) for conducting the postal ballot voting process by way of remote e-voting in a fair and transparent manner.
10. The Scrutinizer will submit his report to the Chairman / any Director/ Company Secretary of the Company duly authorised by the Chairman after completion of the scrutiny of remote e-voting. The results of the postal ballot will be announced by the Chairman / any Director/ Company Secretary of the Company on or before Tuesday, May 9, 2023. 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 <https://evoting.kfintech.com/public/Downloads.aspx> 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.
11. All the documents referred to in this Notice and the Statement pursuant to Section 102 of the Act, will be available for inspection by the members electronically. Members seeking to inspect such documents can send an email to investorservices@parry.murugappa.com mentioning their name, Folio No. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
12. Information as required under the Listing Regulations and the Secretarial Standards on General Meetings (SS 2) issued by the ICSI, in respect of re-appointment of Directors is furnished and forms part of the notice.
13. 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.
14. In terms of ‘MCA Circulars’, voting can be done only by remote e-voting. The Members are strongly advised to use the E-voting procedure by themselves and not through any other person.
15. The instructions for Shareholders for e-voting are as under:
 - a) Pursuant to the provisions of Section 108 of the Act and Rules made thereunder, Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI), the Company is pleased to provide the members facility to exercise their right to vote through the remote e-voting services provided by KFIN, on the resolution set forth in this Notice.
 - b) Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, on “e-Voting facility provided by Listed Companies”, e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. The details of the process and manner for remote e-Voting is explained herein below:

- c) Procedure of login for Individual shareholders holding the securities in demat mode and access remote e-Voting as devised by Depositories / Depository Participants are given below:

Shareholders	Login Procedure
Individual Shareholders holding shares in Demat mode with National Securities Depository Limited ("NSDL")	<p>A. Users already registered for IDeAS e-Services facility of NSDL:</p> <ol style="list-style-type: none"> i. Type in the browser / Click on the following e-Services link: https://eservices.nsd.com ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section. iii. A new page will open. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left-hand side. v. Click on "Active E-voting Cycles" option under E-voting. vi. You will see Company Name: "E.I.D.- Parry (India) Limited" on the next screen. Click on the e-Voting link available against E.I.D.- Parry (India) Limited or select e-Voting service provider "KFIN" and you will be re-directed to the e-Voting page of KFIN to cast your vote without any further authentication. <p>B. Users not registered for IDeAS e-Services facility of NSDL:</p> <ol style="list-style-type: none"> i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsd.com. ii. Select option "Register Online for IDeAS" available on the left-hand side of the page. iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. iv. After successful registration, please follow steps given above to cast your vote.
	<p>C. Visit the e-Voting website of NSDL:</p> <ol style="list-style-type: none"> i. After successful registration, type in the browser / Click on the following link: https://www.evoting.nsd.com/ ii. Click on the button "Login" available under "Shareholder/Member" section. iii. On the login page, enter User ID (that is, 16-character demat account number held with NSDL, starting with IN), Login Type, that is, through typing Password (in case you are registered on NSDL's e-voting platform)/ through generation of OTP (in case your mobile/e-mail address is registered in your demat account) and Verification Code as

	<p>shown on the screen.</p> <p>iv. On successful authentication, you will enter the e-Voting module of NSDL. Click on “Active E-voting Cycles / VC or OAVMs” option under e-Voting. You will see Company Name: “E.I.D.- Parry (India) Limited” on the next screen. Click on the e-Voting link available against E.I.D.- Parry (India) Limited or select e-Voting service provider “KFIN” and you will be re-directed to the e-Voting page of KFIN to cast your vote without any further authentication.</p>
Individual Shareholders holding shares in Demat mode with Central Depository Services (India) Limited (“CDSL”)	<p>A. Users already registered for Easi / Easiest facility of CDSL:</p> <p>i. Type in the browser / Click on any of the following links: https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox)</p> <p>ii. Enter your User ID and Password for accessing Easi / Easiest.</p> <p>iii. You will see Company Name: “E.I.D.- Parry (India) Limited” on the next screen. Click on the e-Voting link available against E.I.D.- Parry (India) Limited or select e-Voting service provider “KFIN” and you will be re-directed to the e-Voting page of KFIN to cast your vote without any further authentication.</p>
	<p>B. Users not registered for Easi/Easiest facility of CDSL:</p> <p>i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasi/Registration/EasiRegistration</p> <p>ii. Proceed to complete registration using your DPID Client ID (BO ID), etc.</p> <p>iii. After successful registration, please follow steps given above to cast your vote.</p>
	<p>C. Users may directly access the e-Voting module of CDSL:</p> <p>i. Type in the browser / Click on the following links: www.cdslindia.com/ https://www.evotingindia.com</p> <p>ii. Provide Demat Account Number and PAN</p> <p>iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.</p> <p>iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against E.I.D.- Parry (India) Limited or select e-Voting service provider “KFIN” and you will be re-directed to the e-Voting page of KFIN.</p>
Individual shareholders (holding shares in	<p>1. Shareholders can access e-Voting facility provided by the Company using login credentials of their demat accounts through their Depository Participants registered with NSDL/</p>

Demat mode) login through their demat accounts / Website of Depository Participant:	<p>CDSL. An option for “e-Voting” will be available once they have successfully logged-in through their respective logins.</p> <ol style="list-style-type: none"> 2. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL/ CDSL (as may be applicable). 3. Click on the e-Voting link available against E.I.D. – Parry (India) Limited or select e-Voting service provider “KFIN” and shareholders will be redirected to the e-Voting page of KFIN to cast your vote without any further authentication.
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Members who are unable to retrieve User ID / Password are advised to use “Forgot User ID” / “Forgot Password” options available on the websites of Depositories / Depository Participants.

For technical Assistance:

Members facing any technical issue in logging can contact the respective helpdesk by sending a request on the email id’s or contact on the phone nos. provided below:

NSDL	CDSL
E-mail: evoting@nsdl.co.in	E-mail: helpdesk.evoting@cDSLindia.com
Toll free nos.: 1800 1020 990 / 1800 22 44 30	Contactnos.:022- 23058738 or 022- 23058542-43

d) Information and instructions for remote e-Voting by shareholders other than individuals holding shares of the Company in demat mode and all shareholders holding shares in physical mode:

1. In case a member receives an e-mail from the Company / KFIN [for Members whose e-mail address is registered with the Company / Depository Participant(s)]:
 - i. Launch internet browser by typing the URL: [https:// evoting.kfintech.com](https://evoting.kfintech.com)
 - ii. Enter the login credentials. In case of physical folio, User ID will be EVEN followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. If you are already registered with KFIN for e-Voting, you can use the existing password for logging-in. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800-3094-001 (from 9:00 a.m. to 6:00 p.m. on all working days) for assistance on your existing password. Members who have forgotten the Password are advised to use “Forgot Password” options available on the website.
 - 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 upon logging-in for the first time. The new password shall comprise minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric (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 address, 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 Number (EVEN): 7229 for E.I.D.- Parry (India) Limited.
 - vii. On the voting page, enter the number of shares as on the Cut-off Date under either “FOR” or “AGAINST” or alternatively, you may partially enter any number under “FOR” / “AGAINST”, but the total number under “FOR” / “AGAINST” taken together should not exceed your total shareholding as on the Cut-off Date. You may also choose to “ABSTAIN”, and vote will not be counted under either head.
 - viii. Members holding shares under multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.
 - 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.
 - xii. Once you confirm, you will not be allowed to modify your vote.
 - xiii. 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/ Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutiniser through email to the ID: rsaevoting@gmail.com with a copy marked to evoting@kfintech.com The scanned image of the above-mentioned documents should be in the naming format “EID Parry– Postal Ballot”.
2. Procedure for registering the email addresses and obtaining the Postal Ballot notice 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):
- i. Members, who have not registered their e-mail addresses and, therefore, not received the, Postal Ballot Notice and e-Voting instructions, may temporarily get their email address and mobile number registered with the Company’s RTA, KFIN by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx>. In case of any queries, Members may write to inward.ris@kfintech.com
 - 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 and who have not registered their email address and mobile number, are requested to furnish a scanned signed copy of the request letter providing the name of the shareholder, Folio No., email address, mobile number and self-attested copy of PAN, Aadhaar to the Company’s RTA, KFin Technologies Limited at the email address - inward.ris@kfintech.com or sheetal.doba@kfintech.com or investorservices@parry.murugappa.com for receiving the Postal Ballot Notice electronically. The request with the above documents can also be sent to M/s.KFin Technologies Limited at Selenium Tower B, Plot No. 31 & 32, Financial District, Gachibowli, Hyderabad-500 032

- c) All Members whose email address are not registered with Company/DP may temporarily get their email address and mobile number registered with RTA by accessing the link <https://ris.kfintech.com/clientservices/mobilereg/mobileemailreg.aspx> and follow the steps mentioned therein to enable receipt of the Postal Ballot Notice and e-voting instructions electronically.
- d) In case of any queries, shareholder may write to 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. 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 Limited (KFIN), Selenium, Tower B, Plot number 31 & 32, Financial District, Gachibowli, Hyderabad-500 032 quoting their folio number(s).

In case of any query on e-voting, Members may refer to the “Help” and “FAQs” sections / E-voting user manual available through a dropdown menu in the “Downloads” section of KFIN’s website for e-voting: <https://evoting.kfintech.com> or contact KFIN as per the details given below.

- i. In case of any query/ grievance pertaining to E-voting, please visit Help & FAQ section of <https://evoting.kfintech.com> or contact Ms. Sheetal Doba, Manager at KFin Technologies Limited [Unit: E.I.D-Parry (India) Limited], Selenium Tower B, Plot No. 31& 32, Financial District, Gachibowli, Hyderabad - 500 032, e-mail: einward.ris@kfintech.com, Contact No.: 040-67162222 & Toll-free No. 1800 309 4001.
- ii. The Securities and Exchange Board of India (SEBI) vide its circular SEBI/HO/MIRSDMIRSD_RTAMB/P/CIR/2021/655 dated Nov 03, 2021 has made it mandatory for holders of physical securities to furnish PAN, email address, mobile number, bank account details and also to register their nomination. You are requested to update / register the details. The requisite forms can be downloaded from www.eidparry.com/investors/shareholdersassistance/

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

Commencement of remote e-voting	End of remote e-voting
Saturday, April 8, 2023, at 9.00 a.m. IST	Sunday, May 7, 2023, at 5.00 p.m. IST



EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102(1) AND 110 OF THE COMPANIES ACT, 2013 ("THE ACT") AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 ("LISTING REGULATIONS")

Re-appointment of Mr. Ajay B Baliga (DIN: 00030743) as an Independent Director of the Company

Mr. Ajay B Baliga (DIN: 00030743) was appointed as an Independent Director of the Company with effect from May 9, 2018, to hold office up to May 8, 2023, which was approved by the shareholders of the Company at the 43rd Annual General Meeting of the Company held on August 8, 2018. In accordance with the provisions of Section 149(10) the Companies Act, 2013, Mr. Ajay B Baliga is eligible to be re-appointed as an Independent Director for the second term of 5 (five) consecutive years commencing from May 9, 2023 to May 8, 2028 (both days inclusive).

As per the provisions of Section 149 read with Schedule IV to the Act, appointment of Independent Directors requires approval of the Shareholders of the Company. Further, in terms of the Regulation 17(1C) of the Listing Regulations, a Listed Entity shall ensure that approval of shareholders is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Regulation 25(2A) of the Listing Regulations provides that the appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Keeping in view of the valuable contribution made by Mr. Ajay B Baliga, during his tenure of first 5 (five) years as an Independent Director of the Company, his performance evaluation based on his vast knowledge, huge expertise as well as extensive experience, the Board of Directors of the Company at its meeting held on March 31, 2023, upon recommendation of the Nomination and Remuneration Committee, has considered and recommended the re-appointment of Mr. Ajay B Baliga as an Independent Director on the Board, not liable to retire by rotation, for the second term of 5 (five) consecutive years commencing from May 9, 2023 to May 8, 2028, subject to the approval of shareholders by means of a Special Resolution. The Company has received a notice in writing from a member in terms of Section 160(1) of the Act, proposing the candidature of Mr. Ajay B Baliga for the office of Independent Director of the Company.

Mr. Ajay B Baliga has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16 (1)(b) of the Listing Regulations. In the opinion of the Board, he fulfils the conditions specified in the Act and the Rules framed thereunder for appointment as Independent Director and is independent of the management. Mr. Ajay B Baliga does not hold any shares in the Company in his individual capacity or on a beneficial basis for any other person.

A brief profile and other details as required pursuant to Regulation 36(3) of the Listing Regulations and Secretarial Standards – 2, is enclosed as Annexure to this notice.

The Board recommends the Special Resolution for approval by the Members.



Memorandum of Interest

Mr. Ajay B Baliga is not related to any of the Directors or to any Key Managerial Personnel of the Company.

Except Mr. Ajay B Baliga, being the appointee, none of the other Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise in the resolution set out in the Postal Ballot Notice.

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

Place: Chennai
Date: March 31, 2023

Biswa Mohan Rath
Company Secretary

DETAILS PERTAINING TO DIRECTORS AS REQUIRED UNDER REGULATION 36 OF THE SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS ON GENERAL MEETINGS

Particulars	Mr.Ajay B Baliga
DIN	00030743
Age	64 Years
Date of first appointment on the Board	May 9, 2018
Qualifications	B.Tech in Chemical Engineering
Expertise (Including expert in specific functional area) / Brief Resume / Experience	<p>Mr. Ajay B Baliga, a Chemical Engineer by qualification, is presently a freelance Operations Consultant with over 41 years of experience in the Alcobev space in various roles, starting from factory management and production control to ultimately end-to-end global supply solutions for Mainstream Spirits for Diageo Plc, the global leader in beverage alcohol. Earlier he was an Executive Director for Allied Blenders and Distillers Private Ltd., a manufacturer & marketer of spirits brands based in Mumbai, India, till January 2020. Before this, he served as the Global Supply Director - Mainstream Spirits for Diageo Plc, the global leader in alcoholic beverages. He has in the past worked for United Spirits Limited (USL) and Shaw Wallace & Company Ltd., both in executive and senior management roles. He been a Director on the Board of Subsidiaries of Shaw Wallace & Co Ltd., served on the Executive Committee of United Spirits Ltd. - A Diageo Group Company and thereafter on the Global Supply Executive Committee of Diageo Plc.</p> <p>His areas of expertise lie in General Management, Supply, Procurement & Sourcing, Regulatory & Compliance, Innovation & Renovation, Operations Excellence, Technical, Projects & Acquisitions within the Indian and global space. His long years of association with the Indian Alcobev space lends to his extensive knowledge, interest & insights on trends, consumer behaviour, market dynamics & regulatory framework for market penetration & development.</p>
Terms and conditions of the appointment / re-appointment	As per the resolution provided in the Postal Ballot notice read with the explanatory statement there to, Mr.Ajay B Baliga is re-appointed as an Independent Director of the Company w.e.f May 9, 2023 for a term of five consecutive years, and is not liable to retire by rotation
Remuneration last drawn (including sitting fee, if any)	19.60 Lakhs (Includes Commission and Sitting fees for the year 2021-22)
Remuneration proposed to be paid (except sitting fees and commission)	NIL
Shareholding in the Company	NIL
No of Meetings of the Board attended during the year	8

<p>Directorship in other companies & Chairman /Member of the committees of the Boards of which he is a director</p>	<p>Directorship in other Companies</p> <ol style="list-style-type: none"> 1. Ramco Industries Limited 2. Globus Spirits Limited 3. Next Century Spirits India Private Limited <p>Chairman /Member of the committees of the Boards of which he is a Director.</p> <table border="1" data-bbox="571 481 1374 667"> <tr> <td data-bbox="571 481 874 591">Ramco Industries Limited</td> <td data-bbox="879 481 1374 591">Audit Committee – Member Risk Management Committee – Member</td> </tr> <tr> <td data-bbox="571 598 874 667">Globus Spirits Limited</td> <td data-bbox="879 598 1374 667">Risk Management Committee - Member</td> </tr> </table>	Ramco Industries Limited	Audit Committee – Member Risk Management Committee – Member	Globus Spirits Limited	Risk Management Committee - Member
Ramco Industries Limited	Audit Committee – Member Risk Management Committee – Member				
Globus Spirits Limited	Risk Management Committee - Member				
<p>Listed Company from which he resigned the directorship during the past three years</p>	<p>NIL</p>				
<p>Inter-se relationship with any Director / Key Managerial personnel</p>	<p>NIL</p>				