

Notice

Notice is hereby given that the Forty Ninth Annual General Meeting ("AGM") of the Members of E.I.D.- Parry (India) Limited will be held on Wednesday, August 14, 2024, at 3:30 PM Indian Standard Time ("IST") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

1. Adoption of Standalone Financial Statements

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

RESOLVED THAT the audited standalone financial statements of the Company for the financial year ended March 31, 2024, and the reports of the Board of Directors and Auditors thereon be and are hereby received, considered and adopted.

2. Adoption of Consolidated Financial Statements

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

RESOLVED THAT the audited consolidated financial statements of the Company for the financial year ended March 31, 2024, and the report of the Auditors thereon be and are hereby received, considered and adopted.

3. Confirmation of Dividend

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

RESOLVED THAT the interim dividend of ₹4.00/- on the outstanding equity shares of Re.1/- each, declared by the board of directors on November 8, 2023 for the financial year 2023-24, and paid to those equity shareholders whose names appeared in the register of members and to the beneficial holders of the dematerialised shares as per the details provided by National Securities Depository Limited and Central Depository Services (India) Limited, as on November 21, 2023, being the record date fixed for this purpose be and is hereby confirmed.

4. Re-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. Sridharan Rangarajan (DIN: 01814413), who retires by rotation and being eligible for re-appointment, be and is hereby reappointed as a Director of the Company liable to retire by rotation.

SPECIAL BUSINESS:

5. Payment of Commission to Non-Wholetime Directors

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

RESOLVED THAT pursuant to the provisions of Section 149, 197 and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as "the Act"), the Rules made thereunder and Regulation 17(6) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any statutory modification(s) or re-enactment thereof for the time being in force, the Directors of the Company (including the alternate Directors), who are neither in the wholetime employment of the Company nor the Managing Director(s) of the Company, be paid in respect of each of the financial years of the Company, on and from the financial year commencing from April 1, 2024 upto the year ending March 31, 2029, remuneration by way of commission not exceeding an amount equal to one percent (1%) or such other percentage of the net profits of the Company in a financial year as may be specified under the Act, from time to time and computed under Section 198 of the Act.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to decide, from time to time, the quantum and manner of distribution of the amount of commission to one or more Directors within the limits prescribed and in terms of the Act.

RESOLVED FURTHER THAT the aforesaid commission shall be exclusive of the fees payable to such Directors for attending the meetings of the Board and the Committees thereof.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to take all such steps as may be necessary, desirable or expedient to give effect to this Resolution.

6. 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 ₹10,00,000/- (Rupees Ten Lakhs 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, 2025, 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.

Registered Office:

'Dare House', Parrys Corner,
Chennai - 600 001.

CIN: L24211TN1975PLC006989

Tel.: +91-044-25306789

Fax.: +91-044-25306930

E-mail: investorservices@parry.murugappa.com

Website: <https://www.eidparry.com/>

By Order of the Board
For **E.I.D.-Parry (India) Limited**
Biswa Mohan Rath
Company Secretary

Place: Chennai
Date: May 24, 2024

Notes :

1. The Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022 and December 28, 2022 and September 25, 2023 (collectively referred to as ("MCA Circulars") and Securities and Exchange Board of India (SEBI) vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 and October 7, 2023 (collectively referred to as "SEBI Circulars") has permitted for holding the Annual General Meeting through VC /OAVM without the physical presence of the members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), MCA circulars and SEBI circulars, AGM of the Company is being held through VC / OAVM. The registered office of the Company shall be deemed to be the venue for the AGM.
2. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depository Participant(s) unless any member has requested for a physical copy of the same. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website at <https://www.eidparry.com>, website of the Stock Exchanges i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and also on the website of National Securities Depository Limited (NSDL) at www.evoting.nsdl.com.
3. Company has appointed National Securities Depository Limited (NSDL), to provide Video Conferencing facility for the AGM and the attendant enablers for conducting the AGM.
4. Generally, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars and SEBI Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
5. As per the provisions under the MCA Circular, members attending the e-AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
6. 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 ID: rsaevoting@gmail.com with a copy marked to evoting@nsdl.com. The scanned image of the above- mentioned documents should be in the naming format "EID Parry-49th AGM". They can also upload their board resolution / authorisation etc., by clicking on "Upload Board Resolution / Authority letter" displayed under e-voting tab in their login. Corporate Members are encouraged to attend the meeting through VC.
7. Statement pursuant to Section 102 of the Companies Act, 2013, in respect of the Item No. 5 & 6 to be transacted at the AGM as set out in the Notice, is annexed hereto.
8. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 7, 2024 to Wednesday, August 14, 2024 (both days inclusive).
9. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Rules, 2014 as presently in force and the businesses set out in the Notice will be transacted through such voting. Information and instructions including details of user id and password relating to e-voting are provided in the Notice.
10. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote through remote e-voting.
11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal / exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates / folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4 / ISR - 5, the format of which is available on the Company's website at <https://www.eidparry.com> and RTA, KFin Technologies Limited's ("Kfintech") website <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
12. The Company has transferred the unpaid or unclaimed dividends upto the financial year 2016-17 from time to-time to the Investor Education and Protection Fund (IEPF) established by the Central Government. Details of dividends so far transferred to the IEPF Authority are available on the website of the IEPF Authority and same can be accessed through the link www.iepf.gov.in. The members whose unclaimed dividends / shares have been transferred to IEPF, may claim the same by

- making an online application to the IEPF authority in web Form No. IEPF-5 available at www.iepf.gov.in.
13. The Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on March 31, 2024 on the website of the Company (www.eidparry.com).
 14. Information as required under the Listing Regulations and the Secretarial Standard on General Meetings (SS-2), issued by the Institute of Company Secretaries of India, in respect of reappointment of director is furnished and forms part of the notice. The Director has furnished the requisite consent/ declaration for his appointment.
 15. 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 Kfintech. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he / she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.eidparry.com/shareholder-assistance/> and Kfintech's website <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>. In respect of shares held in demat form, the nomination form may be filed with the concerned Depository Participant(s).
 16. **Dispute Resolution Mechanism at Stock Exchanges:** SEBI, vide its circular no. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2022/76 dated May 30, 2022, provided an option for arbitration as a Dispute Resolution Mechanism for investors. As per this circular, investors can opt for arbitration with Stock Exchanges in case of any dispute against the Company or its Registrar and Transfer Agent on delay or default in processing any investor services related request. In compliance with SEBI guidelines, the Company had sent communication intimating the said Dispute Resolution Mechanism to all the Members holding shares in physical form.
 17. 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(s) with whom they are maintaining their dematerialised accounts. Members holding shares in physical form can submit their PAN details to Kfintech.
 18. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/ CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/ OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/ OIAE/OIAE_IAD-1/P/ CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's website at <https://www.eidparry.com/smart-odr/>.
 19. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and Register of Contracts or arrangements in which directors are interested maintained under Section 189 of the Act, certificate of Statutory Auditor under SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 relating to Company's ESOP Scheme / Plan and relevant documents referred to in the proposed resolutions will be available for inspection by the members electronically during the meeting. Members seeking to inspect such documents can send an email to investorservices@parry.murugappa.com.
 20. The details of unclaimed fractional share proceeds pursuant to the Scheme of Arrangement (Demerger) between Parrys Sugar Industries Limited and the Company and Scheme of Amalgamation of Parrys Sugar Industries Limited with the Company are provided in the General Shareholder Information forming part of this annual report.
 21. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
 22. Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For details regarding prescribed rates for various categories, please refer to the Income Tax Act, 1961 and the Finance Act, 2020 and the amendments thereof. The shareholders are requested to update their valid PAN with the DPs (if shares held in dematerialised form) and the Company / Kfintech (if shares are held in physical form).
 23. A Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/ 15H, to avail the benefit of non-deduction of tax at source by submitting the documents in accordance with the provisions of the Income Tax Act, 1961 and the Finance Act, 2020, at <https://ris.kfintech.com/form15>. Shareholders are requested to note that in case their PAN is not registered or having invalid PAN or a Specified Person as defined under section 206AB of the Income-tax Act, 1961, the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the Income-tax Act, 1961, as applicable.
 24. **Procedure for registering the email addresses and obtaining the Annual Report, AGM notice and e-voting instructions by the shareholders whose email addresses are not registered with the Depositories (in case of**

shareholders holding shares in Demat form) or with RTA (in case the shareholders holding shares in physical form):

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 by following the procedure given below:

- a) Members holding shares in demat form can get their e-mail ID registered by contacting their respective Depository Participant.
- b) Members holding shares in physical form and who have not registered their email address and mobile number, are requested to update by sending from their e-mail ID to be registered, Form ISR-1 duly filled (Form for registering PAN, KYC details, Mobile Number or changes / updation thereof) to Kfintech at Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500 032 or by e-mail to - einward.ris@kfintech.com or investorservices@parry.murugappa.com for receiving the AGM documents electronically.
- c) In case of any queries, shareholder may write to einward.ris@kfintech.com.
- d) 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 Kfintech, Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana - 500 032 quoting their folio number(s).

25. The instructions for members for remote e-voting and joining General Meeting

The remote e-voting period begins on Saturday, August 10, 2024 (9.00 a.m. IST) and ends on Tuesday, August 13, 2024 (5.00 p.m. IST). The e-Voting module shall be disabled for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e., August 7, 2024, Wednesday, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August 7, 2024.

The e-voting Event Number (EVEN) for E.I.D.- Parry (India) Limited is 129305.

The process to vote electronically on NSDL e-voting system consists of two steps


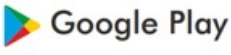


Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 1. Existing IDeAS user can visit the e-Services website of NSDL viz., https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.
4. Your User ID details are given below

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID along with our communication dispatching the notice of the meeting. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email IDs are not registered.**
 - d) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email IDs are not registered.**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

26. Process for those shareholders whose email IDs are not registered with the depositories or with the RTA (in case the shareholder holding shares in physical form) for procuring user ID and password and registration of e mail IDs for obtaining Annual Report, AGM Notice and e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to investorservices@parry.murugappa.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investorservices@parry.murugappa.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **Step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user ID and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

27. The instructions for members for e-voting on the day of the AGM are as under: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the

day of the AGM shall be the same person mentioned for Remote e-voting.

5. Members who need assistance before or during the meeting, can contact NSDL on evoting@nsdl.com +91 22 48867000 or contact Ms. Pallavi Mhatre, Sr. Manager - NSDL at evoting@nsdl.com.

28. General Guidelines for shareholders

1. Mr. R. Sridharan, M/s. R. Sridharan & Associates, practising Company Secretaries, Chennai is appointed as a scrutinizer to scrutinise the remote e-voting and voting at the AGM in a fair and transparent manner.
2. In case a person (individual holding shares in physical mode/ non individuals) has become a member of the Company after dispatch of AGM Notice but on or before the cut-off date for e-Voting, he/she may obtain the User ID and Password by writing to NSDL at evoting@nsdl.com or to the Company at investorservices@parry.murugappa.com requesting for user ID and password. On receipt of user ID and password, the steps mentioned in Note 25 above should be followed for casting of your vote.
3. The scrutiniser's decision on the validity of the vote shall be final.
4. Once the vote on a resolution stated in this notice is cast by Member through remote e-voting, the Member shall not be allowed to change it subsequently and such e-vote shall be treated as final.
5. The scrutinizer after scrutinizing the votes cast at the meeting and through remote e-voting, within 2 working days of conclusion of the meeting, shall make a consolidated scrutinizer's report and submit the same to the Chairman / Director / Company Secretary / or to any person authorised by the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the company <https://www.eidparry.com> and on the website of NSDL, <https://www.evoting.nsdl.com/>. The results shall simultaneously be communicated to the stock exchanges.
6. 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 14, 2024.
7. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to rsaevoting@gmail.com with a copy marked to evoting@nsdl.com. Institutional

shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

8. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
9. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for shareholders available at the download section of www.evoting.nsdl.com or call on: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Sr. Manager - NSDL at evoting@nsdl.com.

29. Instructions for members for attending the EGM/AGM through VC/OAVM are as under:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members will be permitted to participate in the AGM on first come first serve basis (FCFS), as the participation through video conferencing is limited to 1,000 members only. The members can login and join 15 minutes prior to the scheduled time of the AGM on FCFS basis and the window for joining will be kept open till expiry of 15 minutes after the scheduled time of AGM.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

5. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Shareholders who would like to express their views/have questions with regard to the financial statements or any other general queries may send their questions in advance mentioning their name demat account number/folio number, email ID, mobile number at investorservices@parry.murugappa.com. The same will be replied by the company suitably.
7. Shareholders holding shares as on cut-off date may post their queries/views/questions, mentioning their name, demat account number/folio number, email ID, mobile number by sending email to investorservices@parry.murugappa.com. The questions/queries received by the Company till 5:00 PM IST on Monday, August 12, 2024 shall only be considered and responded during the AGM.
8. **Speaker Registration before AGM:** Shareholder who wish to register as speakers are requested to send email to investorservices@parry.murugappa.com mentioning the name, demat account number / folio number, city, email id, mobile number and register yourself as speaker on or before Monday, August 12, 2024, 5:00 PM IST. Those members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”)

Item No. 5:

Non-whole time directors play a crucial role in good corporate governance by bringing diverse perspectives, independent judgment, and specialized expertise to the board. They are also instrumental in holding management accountable for their actions and decisions, thereby safeguarding shareholders' interests by providing strategic guidance, monitoring executive decisions and ensuring that the company acts in the best interest of its stakeholders.

Furthermore, their diverse background and experience enhance the board's ability to address complex issues, identify opportunities, and mitigate risks effectively. By fostering a culture of accountability, integrity and ethical conduct, non-whole time directors contribute significantly to building and sustaining trust among stakeholders, ultimately enhancing the company's reputation and long-term viability.

The role of non-whole time Directors is significant in achieving good performance and establishment of good governance. The responsibility of the non-whole time Directors has increased considerably over the years. In view of the dynamic changes in Company law and the corporate governance norms, there is a greater demand on the non-whole time Directors in terms of time and preparation for the Board and Committee meetings. Keeping in view the requirement in terms of time and quality on the part of the nonwhole time Directors, it is necessary to remunerate them appropriately.

Taking into account the role and responsibilities of the Directors as stated above, it is proposed that, the Directors of the Company (including alternate Directors), who are neither in the whole-time employment of the Company nor the Managing Director(s) of the Company, be paid for each of the five financial years, commencing from April 1, 2024 up to the financial year ending March 31, 2029, a remuneration by way of commission not exceeding one percent per annum or such other percentage of the net profits of the Company computed in accordance with the provisions of the Companies Act, 2013 and applicable Rules, if any, thereunder. This remuneration will be distributed amongst the Directors in accordance with the directions given by the Board of Directors and subject to any other applicable requirements under the Companies Act, 2013 and the Rules thereunder. This remuneration shall be in addition to fee payable to the Directors for attending the meetings of the Board or Committee thereof or for any other purpose whatsoever, as may be decided by the Board.

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 E-mail: investorservices@parry.murugappa.com
 Website: <https://www.eidparry.com/>

At the 44th Annual General Meeting held on July 29, 2019, the members had approved the payment of remuneration to the non-whole time Directors of the Company, by way of commission not exceeding 1% or such other percentage of the net profits of the Company, as may be specified under the Act, for a period of five financial years with effect from April 1, 2019 till March 31, 2024, in such manner as the Board of Directors may from time to time determine. Fresh approval of the Members is sought by way of a Special Resolution for the payment of commission to non-executive directors under the applicable provisions of the Companies Act, 2013, the Rules thereunder and Regulation 17(6) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board recommends the Special Resolution at Item No.5 for approval by the Members.

All the directors except Mr. S. Suresh, Managing Director and Mr. Muthiah Murugappan, Whole-Time Director and Chief Executive Officer are concerned or interested in the above resolution to the extent of the commission that they may receive. None of the Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

Item No. 6:

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 audit of the cost records of the Company for the financial year ending March 31, 2025. 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. 6 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2025. The Board recommends the Ordinary Resolution at Item No. 6 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. 6 of the Notice.

By Order of the Board
 For **E.I.D.-Parry (India) Limited**
Biswa Mohan Rath
Company Secretary

Place: Chennai
 Date: May 24, 2024

Annexure to the Notice dated May 24, 2024

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. Sridharan Rangarajan
DIN	01814413
Date of Birth	16.03.1966
Date of first appointment on the Board	04.10.2021
Qualifications	Commerce graduate, an associate member of the Institute of Chartered Accountants of India and graduate member of the Institute of Cost Accountants of India.
Brief Resume / Experience	He has over 3 decades of overall experience in various fields like banking, manufacturing, contracting, service and distribution businesses besides strategy, technology, general management.
Expertise (including expertise in specific functional area)	
Terms and Conditions of the Appointment / Re-appointment	As per the resolution at Item No.4 of the Notice convening the Annual General Meeting on August 14, 2024, read with explanatory statement thereto, Mr. Sridharan Rangarajan is proposed to be appointed as a Non-Executive and Non – Independent Director liable to retire by rotation.
Remuneration last drawn (including sitting fees, if any)	13.00 Lakhs*
Remuneration proposed to be paid (except sitting fees and commission)	Nil
Shareholding in the Company as on May 30, 2024	Nil
No. of meetings of the Board attended during the year	6
Directorship in other Board as on May 24, 2024	Carborundum Universal Limited - Listed Wendt India Limited - Listed Cholamandalam Financial Holdings Limited - Listed Sterling Abrasives Limited Murugappa Morgan Thermal Ceramics Limited Pluss Advanced Technologies Limited Net Access India Limited Parry Agro Industries Limited Cholamandalam MS General Insurance Company Limited

Particulars	Mr. Sridharan Rangarajan
Chairman/Member of the Committees of the Boards of which he is a Director	<p>Carborundum Universal Limited</p> <ul style="list-style-type: none"> » Stakeholder Relationship Committee – Member » Investment Committee – Member » Corporate Social Responsibility Committee – Member » Risk Management Committee – Member <p>Cholamandalam Financial Holdings Limited</p> <ul style="list-style-type: none"> » Audit Committee – Member » Stakeholder Relationship Committee – Member » Risk Management Committee – Member <p>Wendt (India) Limited</p> <ul style="list-style-type: none"> » Audit Committee – Member » Stakeholder Relationship Committee – Chairman » Corporate Social Responsibility Committee – Member » Risk Management Committee – Member » Nomination and Remuneration Committee – Member <p>Cholamandalam MS General Insurance Company Limited</p> <ul style="list-style-type: none"> » Audit Committee – Member » Policyholders' Protection Committee – Member » Management Committee – Member » Investment Committee – Member » Business Committee – Member » Risk Management Committee - Member
Listed entities from which the Director has resigned in the past three years	Nil
Inter-se relationship with any Director / Key Managerial Personnel	Nil

*includes commission to be payable after approval of the financial statements at the ensuing AGM.