



PARRY AGRO INDUSTRIES LIMITED

CIN:U01132TN2011PLC079800,

Registered Office: Parry House , No.43, Moore Street, Chennai – 600 001

Phone: 91- 44- 25306852, Fax: 91- 44-25306789 Email:secretarial@pai.murugappa.com, Website: www.parryagro.com



ATTENDANCE SLIP

Sr.No. :

I/We hereby certify that I/We am/are registered Member/Proxy for the registered Member of the Company and hereby record my/our presence at the 7th Annual General Meeting of the Company being held on Monday, 24th July, 2017 at 12.00 Noon at Rectangular Hall, Dare House, No.2, N.S.C. Bose Road Chennai - 600 001 or at any adjournment thereof in respect of such resolutions as mentioned in the Notice.

Member's Folio/DP ID-Client ID No*.

Member's/Proxy's name in Block Letters

Signature of Member / Proxy

Regd. folio/*Client ID :

No of Shares held :

*Applicable for members holding shares in electronic form.

NOTE: Members/Proxies to Members are requested to sign and handover this slip at the entrance of the venue of the Meeting.

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FORM No. MGT-11

PROXY FORM

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

CIN	: U01132TN2011PLC079800
Name of the Company	: PARRY AGRO INDUSTRIES LIMITED
Registered Office	: Parry House , No.43, Moore Street, Chennai – 600 001

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

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint:-

1. _____ of _____ having e-mail id _____ or failing him/ her
2. _____ of _____ having e-mail id _____ or failing him/ her
3. _____ of _____ having e-mail id _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 7th Annual General Meeting of the Company to be held on Monday, **24th July, 2017 at 12.00 Noon at Rectangular Hall, Dare House, No.2, N.S.C. Bose Road, Chennai - 600 001** or at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote**	
		For	Against
Ordinary Business			
1.	To consider, approve and adopt the Directors' Report and the Audited Standalone and Consolidated Financial Statements for the year ended 31st March, 2017 and the Report of the Auditors thereon.		
2.	To declare dividend on Equity Shares		
3.	To appoint a Director in the Place of Mr. M M Venkatachalam, (DIN:00152619) who retires by rotation and being eligible, offers himself for reappointment.		
4.	To ratify the appointment of Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the Eighth Annual General Meeting.		
Special Business			
	Special Resolution		
5.	To re-appoint Mr. Ramesh Rajah as an Independent Director.		
6.	To re-appoint Mr. Ravi Sam as an Independent Director.		
7.	To re-appoint Mr. Nandlal Ganguli as an Independent Director.		
	Ordinary Resolution		
8.	To appoint Mr. T Jayaraman as an Independent Director		
9.	To ratify the remuneration of Cost Auditor for the financial year ending 31st March, 2018		

Signed this day of 2017

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix One
Rupee
Stamp
here

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of the 7th Annual General Meeting.
- **3. It is optional to put 'X' in the appropriate column against the Resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your proxy will be entitled to vote in the manner as he/she thinks appropriate.
4. Please complete all details including details of member(s) in above box before submission.

ELECTRONIC VOTING PARTICULARS

EVEN (Electronic Voting Event Number)	User ID	Password / PIN

INSTRUCTIONS FOR E-VOTING

Members are requested to follow the instructions below to cast their vote through e-voting :

1. A. In case a Member receives an e-mail from Karvy (for Members whose e-mail addresses are registered with the Company/Depositories):
 - i. Open the internet browser and type the following URL: <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e. User ID and password mentioned overleaf). The E- Voting Event Number+Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote. If required, please visit <https://evoting.karvy.com> or contact toll free number 1-800-3454-001 for your existing password.
 - iii. After entering these details appropriately, Click on 'Login'.
 - iv. You will reach the 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 and a special character (@#\$,etc). The system will prompt you to change your password and update your contact details like mobile no, email etc. on first login. You may also enter the 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 for Parry Agro Industries Limited.
 - 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 in 'AGAINST' but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding as on the cut off date. You may also choose the option 'ABSTAIN' and the shares held 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. Cast your vote by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, members can login any number of times till they have voted on the resolution(s).
 - xi. Corporate/Institutional members (i.e. other than individuals, HUF, NRI, etc.) are also required to send a scanned certified true copy (PDF Format) of the Board Resolution/ Power of Attorney/Authority letter etc., together with attested specimen signature(s) of the duly authorized representative(s) to the Scrutinizer through e-mail at rsaevoting@gmail.com. They may also upload the same in their e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format 'Corporate Name_EVENT NO.'
- B. In case a Member receives physical copy of the Notice by post (for Members whose email addresses are not registered with the Company / Depositories):
 - a) Initial password – This is given overleaf.
 - b) Please follow all steps from Sl. No. (i) to (xi) as mentioned in (A) above, to cast your vote.
2. **Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.**
3. **The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.**
4. The members who have cast their vote by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote again.
5. The Board of Directors of the Company has appointed Mr. R Sridharan, Practising Company Secretary (Membership No. FCS 4775) of R Sridharan & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process and the voting at meeting in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
6. **Voting rights shall be reckoned on the paid up value of shares registered in the name of the member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. July 17, 2017.**
7. **A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. July 17, 2017 only shall be entitled to avail the facility of remote e-voting.**
8. Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on the cut-off date i.e. July 17, 2017, may obtain the User ID and password in the manner as mentioned below:
 - a) 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.
 - b) Member may call Karvy's toll free number 1-800-3454-001.
 - c) Member may send an e-mail request to einward.ris@karvy.com.
 - d) If the member is already registered with Karvy e-voting platform, he/she can use his/her existing USER ID and PASSWORD for casting the vote through remote e-voting.
9. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the meeting i.e. July 24, 2017.
10. In case of any query pertaining to e-voting, please visit help and Frequently Asked Questions (FAQs) section available at Karvy's website <https://evoting.karvy.com>.
11. The Scrutinizer, after scrutinising the votes cast at the meeting and through remote e-voting, will, not later than three days 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.parryagro.com and on the website of Karvy <https://evoting.karvy.com>.

Note:

- Login to 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 'Forgot Password' option available on the site to reset the same.
- Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

Yours faithfully,

For Parry Agro Industries Limited

M M Venkatachalam

Chairman

Place: Chennai,

Date: May 2, 2017

Registered Office:

Parry House, No.43, Moore Street, Chennai – 600 001

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