

## Notice of the Ninth Annual General Meeting

**NOTICE** is hereby given that the Ninth Annual General Meeting of PARRY AGRO INDUSTRIES LIMITED, will be held on Thursday, the 25<sup>th</sup> day of July, 2019 at 12.00 Noon at the Rectangular Hall, Dare House, No.2, N.S.C. Bose Road, Chennai – 600 001, to transact the following business:

### **ORDINARY BUSINESS:**

#### **Item No. 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 year ended 31<sup>st</sup> March, 2019 and the Reports of the Board of Directors and the Independent Auditors thereon be and are hereby considered, approved and adopted.

#### **Item No. 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 for the year ended 31<sup>st</sup> March, 2019 and the Independent Auditors Report thereon be and are hereby considered, approved and adopted.

#### **Item No. 3 – Declaration of Dividend**

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

**RESOLVED THAT** from and out of the profits of the Company for the Financial Year ended 31<sup>st</sup> March, 2019, a dividend on the equity shares of the Company at the rate of ₹ 2.50/- (25%) per equity share of ₹ 10/- each fully paid, as recommended by the Board of Directors, be and the same is hereby declared for the Financial Year ended 31<sup>st</sup> March, 2019, and the said dividend be paid, in the case of shares held in physical form, to the members whose names appear in the register of members as on 18<sup>th</sup> July, 2019 and in the case of shares held in dematerialised form, as per the details furnished by the depositories for this purpose.

#### **Item No. 4 - Re-appointment of Mr. M M Venkatachalam, (DIN: 00152619) as a Director**

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

**RESOLVED THAT** Mr. M M Venkatachalam, holding DIN 00152619, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.

#### **Item No. 5 - Appointment of Statutory Auditors and Payment of Remuneration to Statutory Auditors**

To appoint Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 14<sup>th</sup> Annual General Meeting and in this connection, to consider and if deemed fit, to pass the following resolution as an **Ordinary Resolution**.

**RESOLVED THAT** pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013, (the Act), and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Deloitte Haskins & Sells, Chartered Accountants, Chennai (Firm Registration No.008072S) be and are hereby appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 14<sup>th</sup> Annual General Meeting at the remuneration of ₹ 18,00,000/- (Eighteen Lakhs only) for the financial year 2019-20 and the Board may decide the remuneration payable to the Statutory Auditors for the subsequent years based on the recommendation of the Audit Committee.

## **SPECIAL BUSINESS**

### **Item No. 6 – Ratification of remuneration of Cost Auditor**

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

**RESOLVED THAT** pursuant to the provisions of Section 148 (3) and all other applicable provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand only) payable to M/s. A R Ramasubramania Raja & Co., (Firm Registration No. 000519) Cost and Management Accountants, Chennai appointed by the Board of Directors to conduct the audit of the cost accounting records of the Company for the financial year 2019-20, excluding applicable taxes and out of pocket expenses incurred by them in connection with the Cost Audit be and is hereby ratified and confirmed.

**On behalf of the Board**

Place : Chennai  
Date : May 03, 2019

**M M Venkatachalam**  
**Chairman**

Registered Office:  
Parry House, 5<sup>th</sup> Floor,  
43, Moore Street,  
Chennai – 600001.  
CIN: U01132TN2011PLC079800  
E-mail: secretarial@pai.murugappa.com

### **NOTES:**

- 1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and Vote on a poll only instead of him / her. The proxy need not be a member of the Company. A blank form of proxy is enclosed herewith and if intended to be used, it should be returned duly completed at the Registered Office of the Company not later than forty eight hours before the scheduled time of the commencement of 9<sup>th</sup> Annual General Meeting (AGM).**
- 2. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the company carrying voting rights. A member holding more than 10% of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.**
3. The Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business is annexed herewith.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided not less than three days of notice in writing is given to the Company.
5. Members / proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
6. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the Meeting.
7. The Register of Members and the Share Transfer Books of the Company shall remain closed from Thursday, the 18<sup>th</sup> July, 2019 to Thursday, the 25<sup>th</sup> July, 2019 (both days inclusive) for the purpose of payment of final Dividend for the financial year ended 31<sup>st</sup> March, 2019, Subject to the Provisions of the Act, the final dividend as recommended by the Board.

8. As per the provisions of the Companies Act, 2013, facility for making nomination is available to individuals holding shares in the Company. The prescribed nomination form can be obtained from the Registrar and Share Transfer Agent (RTA)/Depository Participant (DP).
9. Members are requested to notify the change in their address, if any, immediately, so that all communications can be sent to the latest address. In case of members holding shares in physical form, all intimations regarding change of address and change of bank account details are to be sent to M/s. Karvy Fintech Private Limited, Unit: Parry Agro Industries Limited, Karvy Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Hyderabad – 500 032. Members, who hold shares in electronic form, are requested to notify any change in their particulars like change in address, bank particulars etc. to their Depository Participants immediately.
10. The Dividend amounts, which remain unclaimed for the year 2011-12 and the subsequent years, can be claimed from the Company. Pursuant to Section 124 of the Companies Act, 2013 the amounts remaining unpaid or unclaimed for a period of seven years, shall be transferred to the Investor Education and Protection Fund (IEPF). No claim shall lie against the Company for the amounts so transferred prior to 31<sup>st</sup> March, 2019, nor shall any payment be made by the Company in respect of such claim.
11. The Company has uploaded the details of unpaid and unclaimed amounts lying with it as on 20<sup>th</sup> July 2018 (date of last AGM) on the website of the Company [www.parryagro.com](http://www.parryagro.com) as also on the website of the Ministry of Corporate Affairs. Members can ascertain the status of their unclaimed dividend amounts from these websites. Members who have not encashed their warrants in respect of the final dividend declared in financial year 2011-12 and subsequent dividends thereon may write to the RTA immediately for claiming their dividends.
12. Members who have not encashed their dividend warrants for the years 2011-12, 2012-13, 2013-14, 2014-15, 2015-16, 2016-17 and 2017-18 are requested to lodge their claims with the Company.
13. Copies of the Annual Report 2018-19 are being sent by electronic mode only to all the members whose email IDs are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. In the case of members holding shares in physical mode whose email IDs are registered with the Company/ Registrars viz. M/s. Karvy Fintech Private Limited and have given consent for receiving communication electronically, copies of the Annual Report are being sent by electronic mode only. For members who have not registered their email addresses, physical copies of the Annual Report are being sent by the permitted mode.
14. The Notice of the 9<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent by electronic mode to all the members whose email addresses are registered with the Company/Depository Participants unless any member has requested for a hard copy of the same. In the case of members holding shares in physical mode whose email IDs are registered with the Company/ Registrars, viz. M/s. Karvy Fintech Private Limited and have given consent for receiving communication electronically, the Notice of the 9<sup>th</sup> Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form, is being sent by electronic mode. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by the permitted mode.
15. All documents referred to in the Notice will be available for inspection at the Company's registered office during normal business hours on all working days up to the date of the AGM.
16. Voting through electronic means:
  - (i) Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, the Company is pleased to provide to the members the facility to exercise their right to vote at the 9<sup>th</sup> Annual General Meeting (AGM) by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ('remote e-voting').
  - (ii) The members attending the Meeting who have not cast their vote by remote e-voting shall be able to vote at the Meeting.

- (iii) 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.
- (iv) The Company has engaged the services of M/s. Karvy Fintech Private Limited (“Karvy”) as the Agency to provide remote e-voting facility.
- (v) The Board of Directors of the Company has appointed Mr. R Sridharan, Practicing Company Secretary (Membership No. FCS 4775) of R. Sridharan & Associates, Company Secretaries as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner and he has communicated his willingness to be appointed and will be available for the same purpose.
- (vi) 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. 18<sup>th</sup> July, 2019.
- (vii) 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. 18<sup>th</sup> July, 2019 only, shall be entitled to avail the facility of remote e-voting.
- (viii) Any person who becomes a member of the Company after dispatch of the Notice of the Meeting and holding shares as on cut-off date i.e. 18<sup>th</sup> July, 2019, may obtain the User ID and password in the manner as mentioned below:
  - (a) If e-mail 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 “[evoting.parryagro@karvy.com](mailto:evoting.parryagro@karvy.com)”  
If the Member is already registered with Karvy e-voting platform then he/she can use his/her existing user ID and password for casting the vote through remote e-voting.
- (ix) The remote e-voting facility will be available during the following period:  
**Commencement of remote e-voting: From 9 a.m. (IST) on July 22, 2019**  
**End of remote e-voting: Up to 5 p.m. (IST) on July 24, 2019.**  
The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon the expiry of the aforesaid period.
- (x) The Scrutinizer, after scrutinizing 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](http://www.parryagro.com) and on the website of Karvy <https://evoting.karvy.com>.
- (xi) 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 25, 2019.
- (xii) **Instructions and other information relating to remote 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) which will be sent separately. 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 (0-9) and a special character (@#\$,etc). The system will prompt you to change your password and update your contact details like mobile, 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 cutoff 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](mailto: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 will be sent separately.
  - b) Please follow all steps from Sl. No. (i) to (ix) 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. 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>.

## **STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

### **Item No. 6 - Ratification of remuneration of Cost Auditor**

Pursuant to the Companies (Cost Records and Audit) Rules, 2014 and any amendments thereof, the Company is required to maintain cost accounting records in respect of products of the Company covered under CETA categories like Tea and Tea products etc. Further, the cost accounting records maintained by the Company is required to be audited. The Board on recommendation of the Audit Committee has approved the appointment and remuneration of M/s. A R Ramasubramania Raja & Co., Cost and Management Accountants, as the Cost Auditor to conduct the audit of the cost accounting records of the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 for the financial year 2019-20 on a remuneration of ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) excluding applicable taxes and out of pocket expenses incurred by them in connection with the Audit.

The Board recommends an ordinary resolution as set out in Item no.6 of the Notice for the approval of the members.

### **Memorandum of Interest**

None of the Directors or their relatives is concerned or interested, financially or otherwise in the above said ordinary resolution set out under Item No.6 of the Notice.

**On behalf of the Board**

**M M Venkatachalam**  
Chairman  
(DIN:00152619)

Place : Chennai  
Date : May 03, 2019