

Notice of the Eighth Annual General Meeting

NOTICE is hereby given that the Eighth Annual General Meeting of PARRY AGRO INDUSTRIES LIMITED, will be held on Friday, the 20th day of July, 2018 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 Financial Statements

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

- a. Audited standalone financial statements of the Company for the financial year ended March 31, 2018.

RESOLVED THAT the Audited Standalone Financial Statements of the Company for the year ended March 31, 2018 and the Reports of the Board of Directors and the Independent Auditors thereon be and are hereby considered, approved and adopted.

- b. Audited consolidated financial statements of the Company for the financial year ended March 31, 2018.

RESOLVED THAT the Audited Consolidated Financial Statements for the year ended March 31, 2018 and the Independent Auditors Report thereon be and are hereby considered, approved and adopted.

Item No. 2 – 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 March 31, 2018, a dividend on the equity shares of the Company at the rate of ₹ 2/- (20%) 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 March 31, 2018, 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 July 13, 2018 and in the case of shares held in dematerialised form, as per the details furnished by the depositories for this purpose.

Item No.3 - Re-appointment of Mr. Ramesh K B Menon, (DIN:05275821) retiring by rotation as a Director

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

RESOLVED THAT Mr. Ramesh K B Menon, Director (DIN:05275821) who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company.

Item No. 4 - Ratification of appointment of Statutory Auditors

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 all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 as amended from time to time (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of Messrs. Deloitte Haskins & Sells, Chartered Accountants, Chennai (Firm Registration No.008072S) as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the 9th Annual General Meeting on a remuneration of ₹ 15,00,000/- (Rupees Fifteen Lakhs only) excluding out of pocket expenses incurred by them in connection with the audit and applicable taxes for the financial year 2018-19.

SPECIAL BUSINESS

Item No. 5 - Ratification of remuneration of Cost Auditor

To consider and if thought 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, appointed by the Board of Directors to conduct the audit of the cost accounting records of the Company for the financial year 2018-19, excluding applicable taxes and out of pocket expenses incurred by them in connection with the Cost Audit be and is hereby ratified and confirmed.

Item No. 6- Appointment of Mr. A Sridhar as Whole Time Director and Payment of Remuneration

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

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, Schedule V and other applicable provisions, if any of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the appointment of Mr. A. Sridhar (DIN 07913908) as the Whole Time Director of the Company for a period commencing from 23rd October, 2017 to 31st December, 2019 on the terms and conditions including remuneration as set out below with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT Mr. A. Sridhar, Whole Time Director be paid remuneration by way of salary, allowances, incentive, and perquisites subject to necessary approvals and in accordance with Sections 197 and 198 and Schedule V of the Companies Act, 2013 as specified below:

- Cost to Company ₹ 64.92 Lacs (Increments shall be decided by the Nomination and Remuneration Committee.)
- Balance Score card Incentive ₹ 17.81 Lacs (Variable based performance)
- Senior Employee Reward Plan ₹ 22.70 Lacs (Variable based performance)
- Retirement Benefits:
 - (a) Contribution to Provident Fund, Superannuation Fund and Gratuity as per the approved schemes of the Company from time to time.
 - (b) Encashment of leave as per the rules of the Company in force.

RESOLVED FURTHER THAT wherein any financial year, during the currency of the tenure of Mr. A. Sridhar, Whole time Director, the Company has no profits or its profits are inadequate, the Company will pay remuneration to Mr. A. Sridhar by way of salary, perquisites and allowances as specified above in terms of Schedule V of the Companies Act, 2013.

General:

- i. Mr. A. Sridhar will not be entitled to any sitting fees for attending meetings of the board or of any committee thereof.

- ii Mr. A. Sridhar shall also be entitled to any other benefits or privileges as may be available to other Senior Management/Executives of the Company from time to time.
- iii Mr. A. Sridhar will be subject to all other service conditions as applicable to any other employee of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

Item No. 7- Alteration of Articles of Association

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

RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof, for the time being in force) ("Act"), the approval of the members of the company be and is hereby accorded to the alteration of the existing Articles of Association of the Company by adoption of a new set of Articles of Association in substitution, and to the entire exclusion of the regulations contained in the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps and do all such acts, deeds and things as may be considered necessary, expedient, usual, proper or incidental in relation to the said matter and take such actions and give such directions as they may consider necessary or desirable to give effect to this Resolution.

On Behalf of the Board

**Chennai
May 04, 2018**

M.M. Venkatachalam
Chairman
(DIN:00152619)

Registered Office:

Parry House, 5th Floor,
43, Moore Street,
Chennai - 600 001
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 8th 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 Friday, the 13th July, 2018 to Friday, the 20th July, 2018 (both days inclusive), for the purpose of payment of Dividend for the financial year ended 31st March, 2018.
8. 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 Computershare 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.
9. The Dividend amounts, which remain unclaimed for the year 2010-11 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 31st March, 2018, nor shall any payment be made by the Company in respect of such claim.
10. Members who have not encashed their dividend warrants for the years 2010-11, 2011-12, 2012-13, 2013-14, 2014-15, 2015-16 and 2016-17 are requested to lodge their claims with the Company.
11. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/Dop/CIR05/2007 dated April 27, 2007 made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of such transaction.
12. Copies of the Annual Report 2017-18 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 Computershare 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.
13. The Notice of the 8th 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 Computershare Private Limited and have given consent for receiving communication electronically, the Notice of the 8th 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.
14. 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.
15. 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 8th 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 Computershare Private Limited ("Karvy") as the Agency to provide e-Voting facility.
- (v) The Board of Directors of the Company has appointed Mr. R Sridharan, Practising Company Secretary (Membership No. FCS 4775) of M/s. 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. 13th July, 2018.
- (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. 13th July, 2018 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. 13th July, 2018, 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"

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 17, 2018

End of remote e-Voting: Up to 5 p.m. (IST) on July 19, 2018.

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 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 20, 2018.
- (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. 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>.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 5 - 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 2018-19 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 and ordinary resolution as set out in Item no.5 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.5 of the Notice.

Item No.6 Appointment of Whole Time Director and Payment of Remuneration

The Board of Directors of the Company ("the Board") at its meeting held on October 23, 2017, based on the recommendation of Nomination and Remuneration Committee and subject to approval of the members had appointed Mr. A. Sridhar (DIN: 07913908) as a Whole Time Director, for a period effective from 23rd October, 2017 to 31st December, 2019 on a remuneration as set out in the Resolution subject to the limits prescribed under Schedule V Part II Section II of the Companies Act, 2013.

The Company has earned a profit after tax of ₹ 782.77 Lakhs for the year ended 31 March, 2017 which are inadequate as per the provisions of Section 198 of the Companies Act, 2013 for the limited purpose of payment of remuneration to Mr. A. Sridhar.

The future profitability of the Company depends upon the trend in tea prices, the government policies on the tea prices, the estimated tea production and availability. In the event during the tenure of Mr. A. Sridhar, the Company's profits are inadequate in terms of Part II, Section II of Schedule V of the Companies Act, 2013, the remuneration payable would require approval of the Members by way of a Special Resolution. Hence, the Subject Resolution is proposed as a Special Resolution. The Additional information as required pursuant to Schedule V part II Section II of the Companies Act, is annexed to this notice.

Mr. A. Sridhar has over 31 years of experience in various corporate functions. The board recommends the resolution appointing him as whole-time director for approval of the members.

STATEMENT PURSUANT TO SCHEDULE V PART II SECTION II OF THE COMPANIES ACT 2013

I. General Information

- (i) Nature of Industry: The Company is engaged in the manufacturing and buying of Tea and other allied products.
- (ii) Date or expected date of commencement of commercial production: The Company was incorporated on 23rd March, 2011 and has been operating in the states of Tamilnadu, Assam, and Kerala.
- (iii) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable.
- (iv) Financial performance based on given indicators - as per published audited financial results:

(₹ in Lacs)

Particulars	2014-15	2015-16	2016-17
Gross Income	17,372.14	17,663.83	18,082.18
Profit Before Tax	817.98	535.61	958.63
Profit After Tax	606.70	310.92	782.77
Networth	7,508.74	7,729.23	8,512.00

- (v) Foreign Investments or Collaborators, if any (as on 22.05.2018): Not applicable.

II. Information about the appointee

Mr. A. Sridhar

(i) Background details:

Mr. A. Sridhar is a Chartered Accountant with a post qualification experience of 31 years of service. He had headed finance function in Public-Sector Undertakings, MNC's, Various corporate establishments and Overseas assignment. The industry exposure includes sectors such as manufacturing, tourism, entertainment and nutraceuticals. In the year 2013, he moved to plantations as Head of Operations and promoted as CEO and Whole Time Director in October 2017.

(ii) Past Remuneration drawn:

Not Applicable.

(iii) Recognition & Acheivements:

He is currently the convenor of the United Planters' Association of Southern India Taxation Forum.

(iv) Job Profile & Suitability

Mr. A. Sridhar is the CEO & Whole Time Director of the Company and has been entrusted with the management of the Company subject to the supervision and control of the Board of Directors. He is also responsible to perform such other duties as may from time to time be entrusted by the Board. Taking into consideration the qualifications and expertise, he is best suited for the responsibilities assigned to him by the Board of Directors.

(v) Remuneration proposed:

The terms of remuneration proposed are detailed in the resolution.

(vi) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration paid to similar senior level appointees in other companies.

(vii) Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any:

Besides the remuneration proposed, the appointee does not have any other pecuniary relationship with the Company.

III. Other Information:

(i) Reasons for inadequate profits:

The Company has a track record of profit and the Company's primary revenue stream is from Tea and Tea related products. The year 2016-17 was a challenging year for the Company due to low tea prices. This coupled with high operation costs adversely affected the financial performance of the Company. The future profitability of the Company depends upon the trend in Tea prices, the Government policies on Tea, the estimated tea production and availability.

(ii) Steps taken or proposed to be taken for improvement:

The Company has been focusing on a number of initiatives including Total Productivity Management, cost management especially fixed cost reduction and improvement in all around efficiency and effectiveness across all parameters.

(iii) Expected increase in productivity and profits in measurable terms:

The Company has taken up a number of initiatives to improve the operational parameters in several areas.

IV. Other disclosures

Disclosures relating to remuneration and other terms of appointment are available in the Resolution. The Company has not made any default in repayment of its debts or debentures or interest payable thereon during the preceding financial year 2017-18. Mr.A.Sridhar satisfies the conditions laid down in Schedule V to the Companies Act, 2013.

Memorandum of Interest

Except Mr. A. Sridhar None of the Directors or their relatives is concerned or interested, financially or otherwise in the resolution set out under Item No 6 of the Notice.

Item No.7 Alteration of Articles of Association

The Ministry of Corporate Affairs has as on date notified substantive sections of the Act which deals with the general functioning of companies.

The existing Articles of Association ("AOA") of the company are as per the requirements of the Companies Act, 1956 and accordingly contain references to the Sections of the Companies Act, 1956. Considering that substantive Sections of the Companies Act, 2013 which deal with the general functioning of the companies stand notified, it is proposed to replace the existing AOA with a new set of articles aligned with the provisions of the Act, including the rules framed there under.

As per the provisions of Section 14 of the Act, alteration of the AOA of the company needs to be approved by the members of the company.

The board of directors at its meeting held on 04th May, 2018 has accorded its approval for adoption of new set of regulations as AOA in substitution, and to the entire exclusion, of the set of regulations contained in the existing AOA. The board of directors recommends for approval from the members for alteration of AOA by passing a special resolution.

The draft of the proposed AOA is available on the Company's website at www.parryagro.com for perusal by the Members. Member(s) interested in obtaining a physical copy of the AOA can send in their request to the Company's e-mail ID: secretarial@pai.murugappa.com.

Memorandum of Interest

None of the Directors or their relatives is concerned or interested, financially or otherwise in the resolution set out under Item No. 7 of the Notice.

Chennai
May 04, 2018

On Behalf of the Board

M.M. Venkatachalam
Chairman
(DIN:00152619)