

NOTICE OF THE TWENTY SEVENTH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Twenty Seventh Annual General Meeting of the members of PARRY ENTERPRISES INDIA LIMITED will be held on Friday, the 27th July, 2018 at 4.30 P.M. at Dare House, Chennai-600001 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2018, the Audited Statement of Profit & Loss for the financial year ended 31st March, 2018, the Cash Flow Statement for the financial year ended 31st March 2018 and the Reports of the Board of Directors and Independent Auditors thereon.
2. To declare Dividend on Preference Shares.
3. To declare Dividend on Equity Shares.
4. To appoint a Director in the place of Mr. M.A.M Arunachalam (DIN: 00202958) who retires by rotation and being eligible, offers himself for reappointment.
5. To ratify the appointment of Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 28th Annual General Meeting and in this connection, to consider and if deemed fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), 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 appointment of Messrs. R.G.N Price & Co., Chartered Accountants, Chennai, bearing Firm Registration No.002785S as Statutory Auditors of the Company for a period of 5 consecutive years, made at the 24th Annual General Meeting held on 24th July, 2015 be and is hereby ratified to hold office from the conclusion of this Annual General Meeting till the conclusion of the 28th Annual General Meeting on a remuneration of Rs.9 lakhs (Rupees Nine Lakhs only) excluding out of pocket Expenses incurred by them in connection with the aforesaid audit and applicable taxes for the FY 2018-19 based on the recommendation of the Audit Committee."

SPECIAL BUSINESS

6. To consider and if deemed fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions if any 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
April 27, 2018**

**Ramesh K B Menon
Chairman
(DIN: 05275821)**

Notes:

- 1. A member entitled to attend and vote at the meeting may appoint one or more proxies to attend and vote instead of him/her on a poll only. A proxy need not be a member of the company. The proxy to be valid shall be deposited at the registered office of the company not later than forty-eight hours before the time for holding the meeting.**

A Form of Proxy is enclosed.

- 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. Members are requested to intimate change in their address, if any, immediately to the Company at its Registered Office quoting their folio number.
4. The Statement as required under Section 102 of the Companies Act, 2013 in respect of the special business to be transacted at the meeting is annexed herewith.
5. The Register of Members and the Share Transfer Books of the Company shall remain closed from Friday, the 20th day of July, 2018 to Friday, the 27th day of July, 2018 (both days inclusive), for the purpose of annual general meeting and payment of dividend for the financial year ended 31st March, 2018.

ANNEXURE TO THE NOTICE

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No.6

6. 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 AOA aligned with the provisions of the Companies Act, 2013, 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 27th April, 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 proposed AOA is available on the Company's website www.peil.in

Memorandum of Interest

None of the other Directors or their relatives is concerned or interested, financially or otherwise in the resolution set out under item No.6 of the Notice.

Note: The new AOA will be open for inspection by members at the Registered Office of the Company on all working days between 11.00 AM and 1.00 PM upto the date of the Annual General Meeting.

Chennai
April 27, 2018

On behalf of the Board

Ramesh K B Menon
Chairman
(DIN: 05275821)