

13th May, 2025

The Chairman

E.I.D.- Parry (India) Limited,

"Dare House", Parrys Corner,

Chennai-600001.

Dear Sir,

Sub: Passing of Resolutions through Postal Ballot

Pursuant to the resolutions passed by the Board of Directors of **E.I.D.- Parry (India) Limited** on 28th March, 2025, we have been appointed as Scrutinizer for the purpose of scrutinizing the postal ballot process conducted through remote e-voting in respect of the following resolutions:

Reference to the Companies Act, 2013	Type and Description of the resolutions
Section 197(10), and other applicable Provisions, if any, of the Companies Act, 2013, the rules made thereunder read with Schedule V of the Companies Act, 2013	<p>SPECIAL RESOLUTION</p> <p>"RESOLVED THAT pursuant to the provisions of Section 197(10) and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder read with Schedule V of the Companies Act, 2013, and 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), consent of the Members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of excess remuneration as stated in the attached explanatory statement paid to Mr. Muthiah Murugappan (DIN: 07858587), Whole Time Director & Chief Executive Officer of the Company for the financial year 2024-25, which may be in excess of the limits prescribed under Section 197(1) of the Companies Act, 2013 read with Section II (A) of Part II of Schedule V to the Companies Act, 2013.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and take all such steps as may be necessary, proper or expedient for effectuating this resolution."</p>
Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder read with Schedule V of the Companies Act, 2013	<p>SPECIAL RESOLUTION</p> <p>"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder read with Schedule V of the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, approval of the members of the Company be and is hereby accorded for the payment of Remuneration to Mr. Muthiah Murugappan (DIN: 07858587), Whole-Time Director & Chief Executive Officer of the Company for the financial year(s) 2025-26 and 2026-27 as set out in the explanatory</p>

	<p>statement annexed to the Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include Nomination & Remuneration 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, till the extent of the maximum remuneration as set out in the attached explanatory statement in such manner as may be agreed to by the Board and Mr. Muthiah Murugappan.</p> <p>RESOLVED FURTHER THAT the remuneration as stated in the annexed explanatory statement, payable to Mr. Muthiah Murugappan for the financial years 2025-26 & 2026-27, be paid as a minimum remuneration in the event of absence or inadequacy of profits, notwithstanding that such remuneration may exceed the limits specified under the Section 197 and Schedule V of the Act.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and take all such steps as may be necessary, proper or expedient for effectuating this resolution."</p>
<p>Section 197(10) and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder read with Schedule V of the Companies Act, 2013.</p>	<p>SPECIAL RESOLUTION</p> <p>"RESOLVED THAT pursuant to the provisions of Section 197(10) and other applicable provisions, if any, of the Companies Act, 2013, the rules made thereunder read with Schedule V of the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to ratify and confirm the waiver of recovery of excess remuneration as stated in the attached explanatory statement paid to Mr. S. Suresh (DIN: 06999319), during his tenure as Managing Director of the Company for the financial year 2024-25, which may be in excess of the limits prescribed under Section 197(1) of the Companies Act, 2013 read with Section II (A) of Part II of Schedule V to the Companies Act, 2013.</p> <p>RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds and take all such steps as may be necessary, proper or expedient for effectuating this resolution."</p>

WE REPORT that In accordance with the provisions of the Act and Ministry of Corporate Affairs, Government of India's General Circular No.14/2020 dated 8th April, 2020 read with General Circular No. 17/2020 dated 13th April, 2020, General Circular No. 22/2020 dated 15th June, 2020 and General Circular No. 33/2020 dated 28th September, 2020, General Circular No. 39/2020 dated 31st December, 2020, and General Circular No. 10/2021 dated 23rd June, 2021, General Circular No. 20/2021 dated 8th December, 2021, General Circular No. 3/2022 dated 5th May, 2022, General Circular No. 11/2022 dated 28th December, 2022, General Circular No. 09/2023 dated 25th September, 2023 and General Circular No. 09/2024 dated 19th September, 2024 ("MCA Circulars"), the Company has sent Postal Ballot Notice dated 28th March, 2025 on 10th April, 2025 through electronic mode only to those Members whose e-mail addresses are registered with the Company (in respect of the shares held in physical form) and with their Depositories (in respect of the shares held in Demat Form) and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date i.e. Friday, 4th April, 2025. ("Cut-off date").

WE REPORT that the management of the Company is responsible to ensure compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder including MCA Circulars as mentioned above relating to Postal Ballot through remote e-voting on the resolution contained in the Postal Ballot Notice. Our responsibility as a scrutinizer for Postal Ballot through remote e-voting only is restricted to presenting a Scrutinizer's report on the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the E-voting system provided by KFin Technologies Limited (KFIN), the authorized agency engaged by the Company.

WE REPORT that as stated in the notice sent to the members, the Company had fixed Saturday, May 10, 2025 as the last date for remote e-voting. As required under Rule 22 of the Companies (Management and Administration) Rules, 2014 an advertisement was published by the Company in "**BUSINESS STANDARD**" in 'English' on April 11, 2025 and "**DINAMANI**" in vernacular language 'Tamil' on April 11, 2025 informing about the dispatch of the Postal Ballot Notice and other related matters mentioned therein. We have received remote e-voting from the members during the period **April 11, 2025 (9:00 a.m. IST) to May 10, 2025 (5:00 p.m. IST)**.

All the votes received up to the closure of working hours (**5:00 p.m. IST**) on Saturday, May 10, 2025, the last date fixed by the Company for receipt of remote e-voting, were considered for our scrutiny.

WE REPORT that all the votes were scrutinized and processed and a computer statement containing the Shareholders Name, Address, Folio/Client ID Number, number of Shares held, Number of Votes Cast, Assented, Dissented and Rejected were generated.

We REPORT that out of **128457** Shareholders, we have received remote e-voting from **642** Shareholders and the details of polling results are given below:

Receipt of Postal Ballot remote e-voting	April 11, 2025 (9:00 a.m. IST) to May 10, 2025 (5:00 p.m. IST)
Total No. of Shareholders	128457
Total No. of Shares	177778294

Particulars	As per Postal Ballot	As per remote e-voting	Total
Postal Ballot Forms Received	-	642	642
Less: Invalid Forms	-	1	1
Net Valid Forms	-	641	641

Note: 13 shareholders has abstained from remote e-voting.

ITEM NO. 1 – APPROVAL OF WAIVER OF THE RECOVERY OF MANAGERIAL REMUNERATION, WHICH MAY BE IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 197(1) OF THE COMPANIES ACT, 2013 READ WITH SECTION II (A) OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013, PAID TO MR. MUTHIAH MURUGAPPAN (DIN: 07858587), WHOLE TIME DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25.

SPECIAL RESOLUTION

(i) Votes in **favour** of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	% of total number of valid votes cast
529	117461070	93.345

(ii) Votes **against** the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	% of total number of valid votes cast
99	8374798	6.655

(iii) **Invalid** Votes:

Number of members voted in remote e-voting	Number of votes cast (Shares) remote e-voting
1	10740

RESULT:

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution with regard to Item No.1 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM NO. 2 – APPROVAL OF PAYMENT OF REMUNERATION TO MR. MUTHIAH MURUGAPPAN (DIN: 07858587), WHOLE TIME DIRECTOR & CHIEF EXECUTIVE OFFICER OF THE COMPANY FOR THE FINANCIAL YEARS 2025-26 & 2026- 27:

SPECIAL RESOLUTION

(i) Votes in **favour** of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	% of total number of valid votes cast
531	117294008	93.212

(ii) Votes **against** the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	% of total number of valid votes cast
96	8541810	6.788

(iii) **Invalid** Votes:

Number of members voted in remote e-voting	Number of votes cast (Shares) remote e-voting
1	10740

RESULT:

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution with regard to Item No.2 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM NO. 3 – APPROVAL OF WAIVER OF RECOVERY OF MANAGERIAL REMUNERATION, WHICH MAY BE IN EXCESS OF THE LIMITS PRESCRIBED UNDER SECTION 197(1) OF THE COMPANIES ACT, 2013 READ WITH SECTION II (A) OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013, PAID TO MR. S. SURESH (DIN: 06999319), DURING HIS TENURE AS MANAGING DIRECTOR OF THE COMPANY FOR THE FINANCIAL YEAR 2024-25:

SPECIAL RESOLUTION

(i) Votes in **favour** of the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	% of total number of valid votes cast
540	120285407	95.589

(ii) Votes **against** the resolution:

Number of members voted in remote e-voting	Number of votes cast (Shares) – remote e-voting	% of total number of valid votes cast
88	5550461	4.411

(iii) **Invalid** Votes:

Number of members voted in remote e-voting	Number of votes cast (Shares) remote e-voting
1	10740

RESULT:

As the number of votes cast in favour of the resolution was not less than three times the number of votes cast against, we report that the Special Resolution with regard to Item No. 3 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

WE FURTHER REPORT that as per the notice of Postal Ballot dated 28th March, 2025. The results of the postal ballot will be announced by the Chairman / any Director/ Company Secretary of the Company within two working days from the last date of remote e-voting. The results of the postal ballot will also be displayed at the registered office and posted on the Company's website www.eidparry.com and on KFIN's website <https://evoting.kfintech.com/public/Downloads.aspx> as well as on the website of the Stock Exchanges where the Company's shares are listed viz., www.bseindia.com and www.nseindia.com.

WE FURTHER REPORT that as per Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has complied with all the provisions of the Rules. We further report that as per the said Rules, the records maintained by us such as the computer register (to record the consent or otherwise received from the shareholders, which includes all the particulars of the shareholders such as the name, address, folio number, number of shares held, number of shares voted and number of shares assented, number of shares dissented, number of shares abstained, number of shares rejected), are in our safe custody which will be handed over to the Company Secretary after the Chairman considers, approves and signs the minutes of the Postal Ballot.

We thank you for the opportunity given to us to act as Scrutinizer for the above Postal Ballot remote e-voting.

Thanking You
Yours faithfully,

**For R. SRIDHARAN & ASSOCIATES
COMPANY SECRETARIES**

CS R SRIDHARAN
FCS No. 4775
C P No. 3239
PR No. 6232/2024
UDIN: F004775G000324985