

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

Regd. Office: Dare House, 234, N.S.C. Bose Road, Parrys Corner, Chennai - 600 001, India.

Tel: 91-44-2530 6789 Fax: 91-44-2534 1609 / 2534 0858 Website: www.eidparry.com



June 20, 2013

The Secretary,
National Stock Exchange of India Ltd,
Exchange Plaza, 5th Floor,
Plot No.C/1, G. Block,
Bandra Kurla Complex,
Bandra (E),
Mumbai – 400 051.

Fax No.022 – 26598237/238/347/348

Dear Sir,

Sub. : Compliance under clause 31 (d) of Listing Agreement

We forward a copy of the proceedings of Deemed General meeting conducted through postal ballot

We request you to take the above document on record.

Thanking you

Yours faithfully
For **E.I.D.- PARRY (INDIA) LTD.**


—(SURESH KRISHNAN)
COMPANY SECRETARY

Encl: as stated



MINUTES OF THE DEEMED MEETING OF E.I.D. -PARRY (INDIA) LIMITED HELD ON TUESDAY, THE 21ST MAY, 2013 AT 10:30 A.M. AT THE REGISTERED OFFICE OF THE COMPANY AT "DARE HOUSE", 234, N.S.C. BOSE ROAD, PARRYS CORNER, CHENNAI - 600 001 FOR DECLARING THE RESULTS ON THE VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 ON THE ORDINARY RESOLUTIONS AS SET OUT IN THE NOTICE DATED 10TH APRIL, 2013.

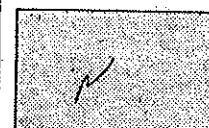
PRESENT:

1. Mr.A.Vellayan, Chairman
2. Mr. R. Sridharan of M/s. R Sridharan & Associates, Company Secretaries, Scrutiniser.

The Chairman stated that the Company had, on 20th April, 2013 dispatched to all the shareholders of the Company, a Notice dated 10th April, 2013 under Section 192A of the Companies Act, 1956 for obtaining the consent of the shareholders through voting by postal ballot forms and e-voting in the CDSL platform for the following ordinary resolutions:

1. Ordinary Resolution under Section 293(1)(d) of the Companies Act,1956 for increase in Borrowing Limits

Section	ORDINARY RESOLUTION
293 (1)(d)	<p>"RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting held on 27th July, 2011 and pursuant to Section 293(1)(d) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the consent of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee thereof) for borrowing from time to time all such sum(s) of money (including External commercial Borrowings in foreign denominated currencies from any foreign sources /foreign countries as prescribed by statutory guidelines, if any, in this regard) in such manner as may be deemed necessary and prudent for the purpose of the company, notwithstanding that the money(s) to be borrowed together with the money(s) already borrowed by the Company and outstanding (apart from the temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid up capital and free reserves of the Company i.e. reserves not set apart for any specific purposes, provided that the total amount so borrowed/to be borrowed by the Board shall not, at any time, exceed by more than Rs.3000 Crores (Rupees Three Thousand Crores only)."</p>



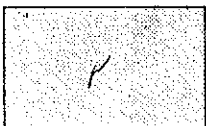
CHAIRMAN'S
INITIALS

2. ORDINARY RESOLUTION pursuant to Section 293 (1) (a) of the Companies Act, 1956 for creation of such Charges, Mortgages and Hypothecations for an amount not exceeding Rs.3000 Crores at any point of time.

Section
293 (1)(a)

ORDINARY RESOLUTION

"RESOLVED THAT in supersession of the Resolution passed at the Annual General Meeting held on 27th July, 2011 and pursuant to Section 293(1) (a) and other applicable provisions of the Companies Act, 1956 (including any statutory modification (s) or re-enactment thereof for the time being in force) consent of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as 'the Board' which term shall be deemed to include any committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the company, in such form and manner and with such ranking and at such time and on such terms as the Board may determine, on all or any of the movable and or immovable properties/assets of the company, both present and future and /or the whole or any part of the undertaking(s) of the company, together with power to take over the management of the business and concern of the company in certain events of default, in favour of the Banks/ Financial Institutions, Lenders, Agent(s) and Trustee(s) for the holders of debentures/bonds and/or other instruments to secure the borrowings of the Company by way of rupee/foreign currency loans or the issue of debentures whether partly/ fully convertible or non convertible and/or securities linked to rupee/foreign currency convertible bonds and/or bonds/debentures with detachable or non detachable share warrants (hereinafter collectively referred to as "Loans") for securing the borrowings of the company and/or its subsidiaries, availed/to be availed by way of loan (Term Loans/Working Capital facilities /External Commercial Borrowings and Securities/ Debentures) the aggregate value of which shall not exceed Rs.3000 Crores (Rupees Three Thousand Crores only) from Banks/ Financial Institutions, Lenders, Agent(s) and Trustee(s) for the holders of debentures/bonds, issued/to be issued by the company from time to time together with interest, additional interest, liquidated damages, commitment charges, premia on prepayment or on redemption, remuneration of the Agent(s)/Trustee(s) and all other costs, charges and expenses including any increase as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other moneys payable by the company in terms of the Loan Agreement(s) /Heads of Agreement(s), Debenture Trust Deed(s) or any other document, entered into/to be entered into between the company and the Lender(s)/Agent(s) and Trustee(s) in respect of the said loans/borrowing/debentures/bonds and containing such specific terms and conditions and covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors or Committee thereof and the Lenders/ Agent(s) and Trustee(s)."



CHAIRMAN'S
INITIALS

3. ORDINARY RESOLUTION pursuant to Sections 198,269,309,310 and 387 of the Companies Act, 1956 appointment of Mr. P. Gopalakrishnan as Manager of the company.

Sections 198, 269, 309,310 and 387 of the Act.

ORDINARY RESOLUTION

RESOLVED THAT pursuant to Article 127 of the Articles of Association of the company and the provisions of Sections 198, 269, 309,310,387 and all other related and applicable provisions of the Companies Act, 1956, read with Schedule XIII of the Companies Act, 1956(including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Gopalakrishnan, Vice President Finance be and is hereby appointed as the Manager of the Company for a period of two years with effect from April 11, 2013 to April 10, 2015.

RESOLVED FURTHER THAT Mr. P Gopalakrishnan, Manager be paid remuneration by way of salary, allowances, incentive, and perquisites subject to the requirements as contained in Sections 198, 269, 309, 310 and 387 of the Companies Act, 1956 read with Schedule XIII of the Companies Act, 1956 (Including any statutory modification(s) or re-enactment thereof for the time being in force) and further subject to an overall limit of 5% of the net profits of the company for each financial year computed in the manner prescribed in sections 349 and 350 of the Companies Act, 1956, with effect from 11th April 2013.

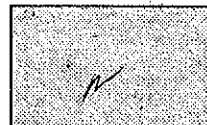
The Chairman stated that It was mentioned In the said Notice dated 10th April, 2013 that the postal ballot forms sent therewith should be returned by the shareholders duly completed so as to reach R. Sridharan & Associates, Company Secretaries, Scrutiniser on or before the close of working hours on Monday, the 20th May,2013 and that the Scrutiniser will submit his report to the Chairman or any Director of the Company after completion of the scrutiny of the postal ballots.

The Chairman thereafter stated that the Scrutiniser had carried out the scrutiny of all the postal ballot forms received up to the close of working hours (i.e.) 18:00 hrs on Monday, the 20th May, 2013 and R. Sridharan & Associates, Company Secretaries, Scrutiniser had submitted a report dated 21st May, 2013 and that he as the Chairman of the deemed meeting had accepted the said Report.

The Chairman then announced the following results of the postal ballot as per the scrutiniser's report:

ITEM No.1 IN THE NOTICE OF POSTAL BALLOT

ORDINARY RESOLUTION pursuant to Section 293 (1) (d) of the Companies Act, 1956 for the increase in borrowing limits upto an amount not exceeding Rs.3000 Crores.



CHAIRMAN'S
INITIALS

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No of E-Voting	No of shares (E-Voting)	Total No of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	660	10,66,87,816	110	3,87,824	770	10,70,75,640	99.96
Dissent	34	40,061	20	5,709	54	45,770	0.04
Total	694	10,67,27,877	130	3,93,533	824	10,71,21,410	100.00

RESULTS

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution under Section 293(1)(d) of the Companies Act, 1956, with regard to Item No. 1 of the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM No.2 IN THE NOTICE OF POSTAL BALLOT

ORDINARY RESOLUTION pursuant to Section 293 (1) (a) of the Companies Act, 1956 for creation of such Charges, Mortgages and Hypothecations for an amount not exceeding Rs.3000 Crores at any point of time.

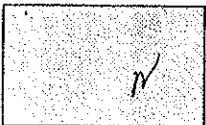
Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No of E-Voting	No of shares (E-Voting)	Total No of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	661	10,66,87,396	111	387,349	772	10,70,74,745	99.96
Dissent	33	40,481	18	6,059	51	46,540	0.04
Total	694	10,67,27,877	129	3,93,408	823	10,71,21,285	100.00

RESULTS

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution under Section 293 (1) (a) of the Companies Act, 1956, with regard to Item No. 2 of the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

ITEM No.3 IN THE NOTICE OF POSTAL BALLOT

ORDINARY RESOLUTION pursuant to Sections 198,269,309,310 and 387 of the Companies Act, 1956 appointment of Mr. P. Gopalakrishnan as Manager of the company.



CHAIRMAN'S
INITIALS

Particulars	No. of Postal Ballot Forms	No. of shares (Postal Ballot votes)	No of E-Voting	No of shares (E-Voting)	Total No of Postal Ballot Forms and E-Voting	Total No. of shares (Votes)	% on Total Shares (Votes) Received
Assent	673	10,67,23,536	118	3,88,557	791	10,71,12,093	99.99
Dissent	21	4,341	9	3,961	30	8,302	0.01
Total	694	10,67,27,877	127	3,92,518	821	10,71,20,395	100.00

RESULTS

As the number of votes cast in favour of the resolution was more than the number of votes cast against, we report that the Ordinary Resolution under Sections 198,269,309,310 and 387 of the Companies Act, 1956, with regard to the Item No. 3 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

Date of Entering :- 12/06/2013

A.V.

A.VELLAYAN

CHAIRMAN OF THE DEEMED MEETING

Date of Signing:

13/06/2013



CHAIRMAN'S
INITIALS

