

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



26th November, 2012

Listing Department,
National Stock Exchange Limited,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir/Madam,

Sub: Court Convened General Meeting Proceedings - Clause 31(d)

We enclose a Copy of Proceedings of General Meeting convened under order of Hon'ble High Court of Judicature at Madras on 11th October, 2012 at Tamil Isai Sangam, Raja Annamalai Hall, 5, Esplanade Road, Chennai - 600 108.

We request you to kindly take the above document and acknowledge receipt of the same.

Thanking You,

Yours Faithfully

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

Suresh Krishnan
Company Secretary
Enc: a/a.



E.I.D.- PARRY (INDIA) LIMITED

MINUTES BOOK

MINUTES OF THE GENERAL MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY CONVENED BY THE HIGH COURT OF JUDICATURE AT MADRAS HELD AT THE TAMIL ISAI SANGAM, RAJA ANNAMALAI HALL, 5, ESPLANADE ROAD, CHENNAI - 600 108 ON THURSDAY, THE 11TH OCTOBER, 2012 AT 10.30 A.M.

PRESENT

MR. V.RAVICHANDRAN

CHAIRMAN APPOINTED BY THE COURT

MR. RAVINDRA S SINGHVI

MANAGING DIRECTOR

MR. P.GOPALAKRISHNAN

VICE PRESIDENT(FINANCE)

IN ATTENDANCE

MR. SURESH KRISHNAN

COMPANY SECRETARY

Mr. V Ravichandran, Chairman appointed for the meeting took the chair.

The Chairman welcomed all the members to the meeting.

The Chairman ascertained and confirmed the presence of the quorum as prescribed by Hon'ble High Court of Judicature at Madras vide its order dated 17th August, 2012 for the meeting and called the Meeting to order.

The Chairman further informed that the Meeting was convened by an Order made on 17th August, 2012 by the Honourable High Court of Judicature at Madras to consider the Scheme of Arrangement (Demerger) between Parrys Sugar Industries Limited(Demergered Company)and E.I.D.- Parry (India) Limited (Resulting Company).

The Chairman informed the members that the company had received 250 proxies for 108030515 Equity Shares of Re.1/- each and that the Register of Proxy was available for inspection by the Members.

The Chairman informed that the only business to be transacted in this meeting is to consider and if thought fit to approve the scheme of arrangement.

As the notice convening the meeting, the statement under Section 393 of the Companies Act, 1956 and the copy of the Scheme of Arrangement (Demerger) and Amalgamation were already with the members, the Chairman of the Meeting with the member's permission took them as read.

The Chairman briefly explained the details relating to the proposed Scheme of Arrangement (Demerger) and the benefits arising out of the said Scheme.

He added that the Scheme of Arrangement (Demerger) after it is approved by the Members would be subject to the approval of the Hon'ble High Court of Judicature at Madras and the Hon'ble High Court of Karnataka.

The Chairman then called upon Mr. Suresh Krishnan, Company Secretary to read the resolution to be passed in the Meeting.

Mr. Suresh Krishnan, Company Secretary read the following resolution:

X


CHAIRMAN'S
INITIALS

RESOLVED THAT pursuant to the provisions of Sections 391-394 and all other applicable provisions, if any, of the Companies Act, 1956 and other applicable laws, if any, and subject to the approval of the Hon'ble High Court of Judicature at Madras or any other appropriate authorities, the Scheme of Arrangement embodied in the Scheme of Arrangement (Demerger) between Parrys Sugar Industries Limited and E.I.D.- Parry (India) Limited placed before the meeting and initiated by the Chairman for the purpose of identification, be and is hereby approved.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to make and / or consent to any modifications, alterations or amendments in the scheme, which may be deemed to be necessary by them or which are desired, directed or imposed by the Hon'ble High Court of Judicature at Madras or any other authority and to take all such steps as may be necessary and desirable to implement the Scheme and to give effect to this Resolution".

The Chairman requested member to propose the resolution to the meeting.

Mr. Bathula Venkata Rathnam, a Member (Client ID 10312507) proposed the resolution.

Ms. S. Nandhini, a Member (Client ID 16978150) seconded the resolution.

The Chairman of the Meeting informed the members that the resolution was duly proposed and seconded and before putting the resolution to vote, members could seek clarifications/ Information regarding the Scheme of Arrangement (Demerger) and Amalgamation.

The queries raised by the members were answered by the Chairman of the meeting.

The Chairman of the Meeting informed the members that as per Rule 77 of the Companies (Court) Rules 1959, all decisions of the meeting should be ascertained only by taking a poll. For this purpose, he appointed two Scrutineers, Mr. R. Sridharan, a Practising Company Secretary and Mr. V. Ramachandran, a shareholder of the company.

The Scrutineers opened, inspected and sealed the Locked Ballot boxes.

The Chairman of the Meeting then requested Mr. Suresh Krishnan, Company Secretary to explain the poll procedure for the benefit of the shareholders.

Mr. Suresh Krishnan, Company Secretary explained the poll procedure in brief to the members present at the meeting.

The Chairman of the Meeting requested the members to cast their votes using the polling papers provided to them and deposit the polling papers in the Ballot Boxes after filling the details in the appropriate places.

The Chairman of the Meeting informed the members that the result would be announced after the counting was over and also would be put on the Notice Board in the Registered Office of the company.

The Scrutineers submitted their report on the votes polled to the Chairman of the Meeting.

The Chairman of the Meeting announced the results and recorded that the resolution was passed by requisite majority both in respect of number of members as well as in value of shares approval approving the scheme without any modification. The following is the summary of the Scrutineers Report.



CHAIRMAN'S
INITIALS

S. No.	Details	Members in Person/ Authorised Representative	Members by Proxy	Total	Total No of Shares	%
1	Members Present	121	182	303	110180260	100.00
2	Votes Cast	56	145	201	110160201	100.00
3	Votes For	48	145	193	110156649	99.99
4	Votes Against	3	0	3	1227	0.00
5	Votes Invalid	5	0	5	2325	0.00
6	Abstained from Voting	65	37	102	20059	

There being no other business to be transacted, the meeting was concluded.

V. Ravichandran

X V. RAVICHANDRAN
Chairman of the Meeting

Date of signing: 22/11/12

Date of Entering: 10/11/2012

CHAIRMAN'S
INITIALS