



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

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

Tel: 91.44.25306789 Fax: 91.44.25341609/25340858

Website: www.eidparry.com

December 6, 2010

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. : Result of Postal Ballot – Sub-division of Equity Shares

This is further to our letter dated 30th October, 2010 informing about the despatch of the Notice of Postal Ballot dated 25th October 2010 to the shareholders of the Company seeking their approval for sub – division (stock split) of the equity shares from Rs.2/- each in to 1 equity share of Re.1/- each and consequential alterations in the existing Clause V (capital clause) of the Memorandum of Association and Article 4 (1) of the Articles of Association of the Company.

In this regard, we inform the following –

Results of the Postal Ballot were announced by Mr. R.A.Savoor, Director today. Out of a total of about 25937 shareholders holding 8,64,80,994 equity shares, 1466 shareholders holding 5,47,58,202 equity shares participated in the postal ballot. All the resolutions detailed in the postal ballot notice dated 25th October, 2010 have been passed with 99.97% voting in favour of the resolutions. The detailed results are enclosed herewith.

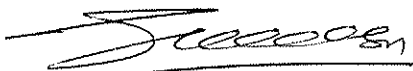
We enclose herewith the following:

1. Certified true copies (6 nos.) of the amended Memorandum and Articles of Association.
2. Certified true copy of the Minutes of the deemed meeting.

Kindly take the above information on record and acknowledge receipt.

Thanking you

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


(SURESH KRISHNAN)
COMPANY SECRETARY

Encl: as stated



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RESULT OF POSTAL BALLOT

Result of the voting conducted through Postal Ballot under Section 192 A of the Companies Act, 1956 on the resolutions set out in the Notice dated 25th October, 2010 declared on 6th December, 2010 at the Registered Office at Dare House, Parry's Corner, Chennai - 600 001, Tamil Nadu:

PARTICULARS	RESOLUTION 1			RESOLUTION 2		
	NO OF BALLOTS	NO OF VOTES	%	NO OF BALLOTS	NO OF VOTES	%
TOTAL POSTAL BALLOT FORMS RECEIVED	1466	54758202	NA	1466	54758202	NA
LESS:- INVALID POSTAL BALLOT FORMS	22	10043	NA	22	10043	NA
Less : REJECTED POSTAL BALLOT FORMS	11	1475	NA	11	1475	NA
Less : MUTILATED POSTAL BALLOT FORMS	1	20	NA	1	20	NA
NET VALID POSTAL BALLOT FORMS	1432	54746664	NA	1432	54746664	NA
POSTAL BALLOT FORMS WITH ASSENT FOR THE RESOLUTION	1399	54730263	99.97	1393	54730971	99.97
POSTAL BALLOT FORMS WITH DISSENT FOR THE RESOLUTION	33	16401	0.03	39	15693	0.03

The members have therefore approved the Special Resolutions with the requisite majority.

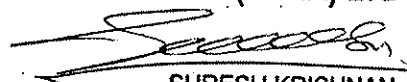
FOR E.I.D. - PARRY (INDIA) LTD.

R. A. SAVDOR
DIRECTOR

Place: Chennai
Date: 6th December, 2010

Certified True Copy

For E.I.D.-PARRY (INDIA) LTD


SURESH KRISHNAN
Company Secretary



MINUTES OF THE DEEMED MEETING OF E.I.D. -PARRY (INDIA) LIMITED HELD ON MONDAY, THE 6th DECEMBER 2010 AT 3.00 P.M. AT THE REGISTERED OFFICE OF THE COMPANY, AT "DARE HOUSE", 234, N.S.C. ROSE ROAD, PARKYS CORNER, CHENNAI - 600 061 FOR DECLARING THE RESULTS ON THE VOTING BY POSTAL BALLOT CONDUCTED PURSUANT TO SECTION 192A OF THE COMPANIES ACT, 1956 ON THE SPECIAL RESOLUTIONS AS SET OUT IN THE NOTICE DATED 25th OCTOBER 2010.

PRESENT:

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

Mr. R.A.Savor, Director was the Chairman for the purpose of this deemed meeting.

The Chairman stated that the Company had, on 29th October, 2010 despatched to all the shareholders of the Company, a Notice dated 25th October, 2010 under Section 192A of the Companies Act, 1956 for obtaining the consent of the shareholders for the following special resolutions by means of Postal Ballot:

1. Special Resolution under Section 94 of the Companies Act, 1956 for sub division of equity shares of nominal value of Rs. 2 each into equity shares of Rs. 1 each:

"RESOLVED that pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification or reenactment thereof for the time being in force) read with Article 54 of the Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as may be necessary from the appropriate authorities or bodies, each of the 25,75,00,000 equity shares of the nominal value of Rs.2/- each in the Authorized Share Capital of the Company be and is hereby sub-divided into 51,50,00,000 equity shares of Re.1/- each AND THAT Clause-V (being Capital Clause) of the Memorandum of Association and Article 4 (1) of the Articles of Association of the Company relating to equity shares be altered accordingly.

RESOLVED FURTHER that the Board of Directors of the Company ("the Board", which expression shall also include a Committee thereof) be and they are hereby authorized to do all such acts, deeds, matters and things including calling back existing share certificates, issue of new share certificates to the

Certified True Copy

For E.I.D.-PARRY (INDIA) LTD.


SURESH KRISHNAN
Company Secretary

members, representing the sub-divided equity shares with new distinctive numbers, consequent to the sub-division of shares as aforesaid, and if so decided, without seeking surrender of old share certificates, and /or credit the shareholders' accounts maintained with the Depositories; subject to the rules as laid down in the Companies (Issue of Share Certificates) Rules, 1960, and the Articles of Association of the Company and to inform the Depositories and the Registrar and Transfer Agents of the Company and execute all such documents, instruments and writings as may be required in this connection and to delegate all or any of the powers herein vested in the Board, to any Committee thereof or to any Director(s) or Company Secretary, to give effect to the aforesaid resolution."

2. Special Resolution under Sections 16 and 31 of the Companies Act, 1956, for amendment of Clause V of the Memorandum of Association and Article 4 (1) of the Articles of Association of the Company:

"RESOLVED that the following amendments be and are hereby made in the Memorandum and Articles of Association of the Company:

a) That Clause V of the Memorandum of Association of the Company shall be substituted by the following:

"The Authorised Share Capital of the Company is Rs.101,50,00,000 divided into 51,50,00,000 Equity Shares of Re.1 each and 50,00,000 Redeemable Preference Shares of Rs.100 each, with the rights, privileges and conditions attaching thereto as are provided by the regulations of the Company for the time being, with power to increase and reduce the Capital of the Company and to divide the shares in the Capital for the time being into several classes and to attach thereto respectively such preferential rights, privileges or conditions as may be determined by or in accordance with the regulations of the Company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company".

b) That the present Article 4 (1) of the Articles of Association of the Company shall be substituted by the following:

"The Authorised Share Capital of the Company is Rs.101,50,00,000 divided into 51,50,00,000 Equity Shares of Re.1 each and 50,00,000 Redeemable Preference Shares of Rs.100 each".

The Chairman stated that it was mentioned in the said Notice dated 25th October 2010 that the postal ballot forms sent therewith should be returned by the shareholders duly completed so as to reach R. Sridharan & Associates, Company



CHAIRMAN'S
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Secretaries, Scrutiniser on or before the close of working hours on Thursday, the 2nd December, 2010 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.) 17:30 hrs on Thursday, the 2nd December, 2010 and R. Sridharan & Associates, Company Secretaries, Scrutiniser had submitted a report dated 4th December, 2010 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:

1. Special Resolution under Section 94 of the Companies Act, 1956 for sub division of equity shares of nominal value of Rs. 2 each into equity shares of Rs. 1 each:

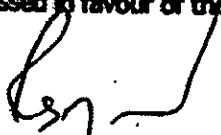
Number of postal ballot forms received	1466
Number of valid postal ballot forms received	1432
Number of votes in favour of the resolution	54730263
% on total votes received	99.97%
Number of votes against the resolution	16401
% on total votes received	0.03%
Number of postal ballot forms rejected	11
Number of invalid postal ballot forms received	22
Number of mutilated postal ballot forms	1

The Chairman then declared that as the number of votes cast in favour of the resolution was more than three times the number of votes cast against, the Special Resolution under Section 94 of the Companies Act, 1956 with regard to the Item No. 1 as set out in the Notice of Postal Ballot dated 25th October, 2010 pertaining to sub division of equity shares of nominal value of Rs.2/- each into equity shares of Rs.1/- each, is passed in favour of the resolution with requisite majority.

2. Special Resolution under Sections 16 and 31 of the Companies Act, 1956, for amendment of Clause V of the Memorandum of Association and Article 4 (1) of the Articles of Association of the Company:

Number of postal ballot forms received	1466
Number of valid postal ballot forms received	1432
Number of votes in favour of the resolution	54730971
% on total votes received	99.97%
Number of votes against the resolution	15693
% on total votes received	0.03%
Number of postal ballot forms rejected	11
Number of invalid postal ballot forms received	22
Number of mutilated postal ballot forms	1

The Chairman then declared that as the number of votes cast in favour of the resolution was three times more than the number of votes cast against, the Special Resolution under Sections 16 and 31 of the Companies Act, 1956 with regard to the Item No. 2 as set out in the Notice of Postal Ballot dated 25th October, 2010 pertaining to amendment of Clause V of the Memorandum of Association and Article 4 (1) of the Articles of Association of the Company, is passed in favour of the resolution with requisite majority.



R.A.SAVOR
CHAIRMAN OF THE DEEMED MEETING

DATE : 06.12.2010



**CHAIRMAN'S
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