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HYDERABAD INDUSTRIES LIMITED

Regd. Office : Sanathnagar, Hyderabad - 500 018, India.

Dt: 18th August, 2010

To,
Ms. Pramela,
The Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, 05th Floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra East,
Mumbai - 400051
Fax: 022 26598237 / 38

Sub: Proceedings of Annual General Meeting
Ref: Clause 31 of Listing Agreement – Reg.,

With reference to above, kindly find enclosed the minutes of the 63rd Annual General Meeting of the Hyderabad Industries Limited held on Wednesday, the 21st day of July 2010 at 3.00 P.M. at Asbestos Centre, Road No. 13, Banjara Hills, Hyderabad – 500034.

You are requested to kindly take the same on record for your further needful.

Thanking you,

Yours faithfully
for Hyderabad Industries Limited

P. Rajesh Kumar Jain
Company Secretary
9490167916

Encl: As above

HYDERABAD INDUSTRIES LIMITED

**MINUTES OF THE SIXTY THIRD ANNUAL GENERAL MEETING OF THE
HYDERABAD INDUSTRIES LIMITED HELD ON WEDNESDAY, THE 21st
DAY OF JULY, 2010 AT 3.00 P.M. AT ASBESTOS CENTRE, ROAD NO.
13, BANJARA HILLS, HYDERABAD – 500034**

Present:

1. Mr. C. K. Birla	Chairman
2. Mr. Krishnagopal Maheshwari	Director
3. Mr. P. Vaman Rao	Director
4. Mr. Shreegopal Daga	Director
5. Mr. Yash Paul	Director
6. Mr. Abhaya Shankar	Managing Director

Also Present :

Mr. P. Rajesh Kumar Jain	Company Secretary
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Shareholders in person	: 224
Shareholders by proxy	: 63

1. Mr. C. K. Birla, Chairman of the Board at the request of Shareholders Chaired the Meeting.
2. Mr. Abhaya Shankar, Managing Director of the company welcomed all the members to the 63rd Annual General Meeting of the Company. With profound sense of sorrow and grief he informed the members about the sudden and sad demise of Shri G. P. Birlaji, father of our Chairman Mr. C. K. Birla, on 5th March, 2010 in Kolkata. The Members of the Company paid a respectful homage to late Sri. G. P. Birlaji, widely respected for his pioneering contribution to the development of Indian industry. He was not merely an industrialist, but a business leader, a visionary, and a philanthropist who was sensitive to the travails of the underprivileged. He was a doyen in the industrial world and established a large number of industries in various sectors like automobiles, paper, cement, electrical, building products and precision engineering products.

Sri. G. P. Birla was a noble hearted soul who established several large foundations, hospitals and institutions for charitable and educational purposes. Some of these institutions include Birla Institute of Technology, Modern High School, Rani Rukmini Girls High School, the Calcutta Medical Research Institute, B.M. Birla Heart Research Centre, Birla Institute of Scientific Research, B.M. Birla Science Centre etc.

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he was honoured with the "Padma Bhushan" award in the year 2006 by the Government of India for his outstanding contribution to the nation. Through his industrial, philanthropic, educational and scientific pursuits, he has positively impacted the lives of many. He will forever remain in our hearts and be fondly remembered for his vision, compassion and humility.

The Board of Directors on behalf of all the members of HIL family, paid their respectful homage to late Sri. G.P. Birlaji and conveyed their heartfelt sympathies and condolences to Smt. Nirmala Birlaji to our Chairman, and other members of the Birla family.

All the members observed silence and prayed to the Almighty to bestow peace on the departed soul and to give adequate strength to Smt. Nirmala Birlaji and other members of the Birla family in their bereavement to bear this irreparable loss with fortitude.

3. Company Secretary reported that the requisite quorum as per Article 80 of Articles of Association was present. Chairman commenced the proceedings thereafter.
4. The Chairman, in his speech, listed out the highlights of the Company's performance and that of the industry during the period under review and during the first quarter of the current financial year and overall industry scenario in the country and worldwide. He expressed his views on the future prospectus of the industry as well as of the Company.
5. After that, the Chairman opened the meeting for discussion and requested the members to express their views. Mr. A.M.Lodha, Mr.Shantilal Shah, Mr.Ashok Chand, Mr.A.B.Raju, Mr.Bharat Shah and other Shareholders acknowledged the efforts of the management for splendid performance of the Company during 2009-10. They wished that the Company would continue its journey of success and reach further heights in the coming future under the leadership of Mr.C.K.Birla, Chairman and Mr.Abhaya Shankar, Managing Director. Some of the members requested the management to consider Bonus Issue and Stock split in view of the consistent performance of the Company.
6. Shri. C. K. Birlaji, Chairman, Mr.Abhaya Shankar, Managing Director and Mr. P. Vaman Rao Chairman of Audit Committee gave clarifications and replied to the queries raised by the Shareholders.
7. Thereafter, the Notice dated 05th May,2010 calling the Annual General Meeting, as circulated to all the Members, was taken as read with the permission of the meeting.

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8. The Auditors' Report for the year 2009-10, together with the annexure thereto was read out to the Shareholders.
 9. The Directors' Report for the year 2009-2010, already circulated to all the Members along with the notice, was taken as read.
 10. With the permission of the members the following items of business as set out in the Notice of the meeting were taken up for consideration:

Item No.1: As an Ordinary Resolution:
ADOPTION OF ANNUAL ACCOUNTS, 2009-10

Proposed by : Shri Sureshchand Jain
Seconded by : Shri Kamal Kishore

"Resolved that the Audited Balance Sheet of the Company as at 31st March, 2010 and Profit and Loss Accounts for the year ended 31st March, 2010 along with the relevant schedules attached thereto and the Directors Report together with the Report on Corporate Governance and Auditors Report thereon as placed before the meeting be and is hereby received, approved and adopted."

The Resolution was put to vote and passed unanimously.

Item No.2: As an Ordinary Resolution:
DECLARATION OF FINAL DIVIDEND

Proposed by : Shri L Srinivasu
Seconded by : Shri Waliur

"**RESOLVED THAT** in terms of the recommendation of the Board of Directors of the Company, the approval of the members of the Company be and is hereby granted for payment of final dividend @ 100% (i.e., Rs.10/-, Rupees Ten Only) on the fully paid 74,62,563 equity share of Rs.10/- each of the Company for the financial year 2009-10 and the same be paid to all the members whose names appear in the Register of Members on 15th July, 2010, and in case of the shares held in the electronic mode to those members whose names appears in the records of the Depository Participants as on 15th July, 2010, being the date of book closure fixed for this purpose."

"**RESOLVED FURTHER THAT** the members do hereby confirm the payment of interim dividend @ 60% amounting to Rs.6/- per share on 74,62,563 equity share of Rs.10/- each of the Company making a total dividend of 160% amounting to 16/- per share, for the financial year 2009-10".

The Resolution was put to vote and passed unanimously.

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Item No.3: As an Ordinary Resolution:
RE-APPOINTMENT OF SHRI P.VAMAN RAO AS DIRECTOR

Proposed by : Shri Sujaat Ali Khan
Seconded by : Smt. Najmunnisa Begum

"RESOLVED THAT Shri P. Vaman Rao, Director who retires at this meeting by rotation and being eligible offers himself for re-appointment, be and is hereby reappointed as a Director of the Company, subject to retirement by rotation"

The Resolution was put to vote and passed unanimously.

Item No.4: As an Ordinary Resolution:
REAPPOINTMENT OF SHRI KRISHNAGOPAL MAHESHWARI AS DIRECTOR

Proposed by : Sh. Shantilal C Shah
Seconded by : Shri Shanker Lal Laddha

"RESOLVED THAT Shri Krishnagopal Maheshwari, Director who retires at this meeting by rotation, and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company, subject to retirement by rotation"

The Resolution was put to vote and passed unanimously.

Item No.5: As an Ordinary Resolution:
APPOINTMENT OF M/S. S.R.BATLIBOI & ASSOCIATES, CHARTERED ACCOUNTANTS, AS AUDITORS OF THE COMPANY IN PLACE OF RETIRING AUDITORS AND FIXING OF THEIR REMUNERATION

Proposed by : Shri M.V.Seetharam
Seconded by : Shi Kamal Kishore

"RESOLVED THAT subject to the provisions of section 225 and other applicable provisions, if any, of the Companies Act, 1956, M/s S.R. Batliboi & Associates Chartered Accountants (Reg No.101049W), be and hereby appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting up to the conclusion of next Annual general Meeting in place of the retiring Auditors, M/s S.R. Batliboi & Co., Chartered Accountants, to audit the accounts of the Company for the financial year 2010-11 at a remuneration to be fixed by the Board of Directors".

The Resolution was put to vote and passed unanimously.

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Item No. 6: As an Ordinary Resolution
**REVISION IN THE REMUNERATION OF SHRI ABHAYA SHANKAR
MANAGING DIRECTOR**

Proposed by : Shri Praful Chavda

Seconded by: Shri A.M. Lodha

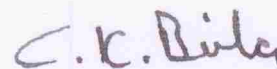
"RESOLVED THAT pursuant to section 310 and other applicable provisions of the Companies Act, 1956, and subject to the approval of the Central Government required if any, the company does hereby approve the revision of the terms of remuneration payable to Managing Director, Mr. Abhaya Shankar, w.e.f 1st April 2010 as follows:

1. Supplementary Allowance shall be fixed @ 15% of the basic salary per month.
2. Guaranteed Bonus of an amount of Rs.15,00,000/- per annum.
3. Performance Variable Pay subject to a maximum of Rs.25,00,000/- per annum as approved by the Board (which expression shall include a committee thereof). The exact quantum payable will be based on the actual performance of the Company.
4. All the other terms and conditions of the remuneration payable as approved by the members at the Annual General Meeting held on 21st July, 2010 shall remain unchanged."

The Resolution was put to vote and passed unanimously.

After the completion of business at the meeting by Mr. C.K.Birla, Chairman who expressed his gratitude to Shareholders, Directors and staff of Company for their all round support and successful convening of the meeting.

There being no other business to transact, the meeting was concluded with a vote of thanks to the Chair.



**C. K. BIRLA
CHAIRMAN**