



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

April 11, 2014

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

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 on 24th March, 2014

We request you to take the above document on record.

Thanking you

Yours faithfully

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

G.JALAJA
COMPANY SECRETARY

Encl: as stated



murugappa

MINUTES OF THE DEEMED MEETING OF E.I.D.- PARRY (INDIA) LIMITED HELD ON MONDAY, THE 24th MARCH, 2014 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 30th JANUARY, 2014.

PRESENT:

1. Mr.V.Ramesh, Managing Director
2. Mr. R. Sridharan of M/s. R Sridharan & Associates, Company Secretaries, Scrutiniser.

The Managing Director stated that the Company had, on 19th February, 2014 dispatched to all the shareholders of the Company, a Notice dated 30th January, 2014 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. APPOINTMENT OF Mr. V.RAMESH AS THE MANAGING DIRECTOR OF THE COMPANY

RESOLVED THAT pursuant to Article 121 of the Articles of Association of the company and subject to necessary approvals and in accordance with the provisions of Sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof, approval of the Company be and is hereby accorded to the appointment of Mr. V.Ramesh as the Managing Director of the Company for a period of three years with effect from 30th January, 2014 on the terms and conditions including remuneration as set out below with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any 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, subject to the same not exceeding the limits specified under Schedule XIII of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT subject to necessary approvals and in accordance with the provisions of Sections 198, 269 and 309 read with Part II Section II Paragraph C of Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, or any statutory modification(s) or re-enactment thereof approval of the Company be and is hereby accorded for payment of remuneration and perquisites to Mr.V.Ramesh, Managing Director with effect from 30th January, 2014 as follows:

i)	Salary	Rs. 3,06,220/- per month in the range of Rs.3,00,000/- to Rs.6,00,000/-. The increments will be decided by the Compensation and Nomination Committee.
ii)	Allowances and Perquisites	Allowances and perquisites not exceeding 2 times of Basic Salary. The actual allowances and perquisites payables will be determined by the Compensation and Nomination Committee. Perquisites shall include provision of furnished / unfurnished accommodation, personal accident insurance, reimbursement of medical expenses incurred for self and family, club subscription, provision of cars as per the rules of the company in force from time to time and any other perquisites, benefits, amenities as may be decided from time to time and approved by the Compensation and Nomination Committee. Perquisites shall be valued in terms of actual expenditure incurred by the company in providing benefit to the employee. However, in cases where the actual amount of expenditure cannot be ascertained with reasonable accuracy (including car provided for official and personal purposes and loans) the perquisites shall be valued as per income tax rules.

VB

CHAIRMAN'S
INITIALS

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

G. JALAJA
G. JALAJA
Company Secretary.

iii)	Incentive	Based on the achievement of the performance parameters laid down, an amount not exceeding 25% of CTC (at 100% achievement level) as may be determined by the Compensation and Nomination Committee.
iv)	Retirement Benefits	i. Contribution to Provident Fund, Superannuation Fund and Gratuity as per the approved schemes of the company in force from time to time. ii. Encashment of leave as per rules of the company in force
v)	ESOP	Grant of stock options under the Company's ESOP Scheme as may be determined by the Compensation and Nomination Committee from time to time.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove, where in any financial year, during the currency of the tenure of Mr. V.Ramesh as Managing Director, the Company has no profits, or its profits are inadequate, the Company will pay remuneration to Mr. V.Ramesh by way of salary, perquisites and allowances as specified above in terms of the Schedule XIII of the Companies Act, 1956.

General

- (i) Provision of telephone at residence and expenses on account of car for official use shall not be reckoned as perquisites.
- (ii) Mr.V.Ramesh, Managing Director will not be entitled to any sitting fees for attending meetings of the Board or of any Committee thereof.
- (iii) Mr.V.Ramesh, Managing Director will be subject to all other service conditions as applicable to any other senior management employee of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

2. APPOINTMENT AND PAYMENT OF REMUNERATION TO MR.V.SURI AS THE MANAGER OF THE COMPANY

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.V.Suri be and is hereby appointed as the Manager of the Company for a period of two years with effect from 19th October, 2013 on a remuneration not exceeding the overall limits 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 liberty to the Board of Directors and / or any Committee to alter and vary the terms and conditions of the said appointment.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956 (the Act) read with Part II, Section II, Paragraph B of Schedule XIII of the said Act, (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents and permissions as may be required, approval be and is hereby accorded to the payment of remuneration of Rs.11,19,416/- to Mr. V.Suri for the period from 19th October, 2013 to 29th January, 2014 as detailed below:-

Salary Rs. 10,77,356/-
Allowances & Perquisites Rs. 42,060/-

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

CHAIRMAN'S
INITIALS

Supplied by: C. Sitarman & Bros., Chennai - 600 014.
Ph: 28111516/28113350

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

G. JALAJA
G. JALAJA
Company Secretary.

3. REMUNERATION TO Mr. RAVINDRA S SINGHVI THE MANAGING DIRECTOR OF THE COMPANY

MINUTES BOOK

RESOLVED THAT pursuant to the provisions of Section 198,269,309,310 read with Part II, Section II, Paragraph C of Schedule XIII of the Companies Act, 1956 and other applicable provisions and subject to necessary approvals from the statutory authorities, consent of the members of the Company be and is hereby accorded for payment of remuneration of Rs. 15,06,401/- to Mr. Ravindra S Singhvi for the period from April 01, 2013 to April 10, 2013 as detailed below:-

Salary - Rs.13,45,437/-
Allowances & Perquisites - Rs. 1,60,964/-

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

4. REMUNERATION TO Mr. P.GOPALAKRISHNAN, MANAGER OF THE COMPANY

RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and other applicable provisions, if any, of the Companies Act, 1956 read with Part II, Section II, Paragraph B of Schedule XIII of the said Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such consents and permissions as may be required, approval be and is hereby accorded to the payment of remuneration of Rs.20,31,584/- to Mr.P.Gopalakrishnan Manager under Companies Act, 1956 between 11th April, 2013 and 18th October, 2013 as detailed below:-

Salary - Rs. 19,12,214/-
Allowances & Perquisites - Rs. 1,19,370/-

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and deeds and take all such steps as may be necessary, proper or expedient to give effect to this resolution.

The Managing Director stated that it was mentioned in the said Notice dated 30th January, 2014 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 Saturday, the 22nd March, 2014 and that the Scrutiniser will submit his report to the Managing Director or any Director of the Company after completion of the scrutiny of the postal ballots.

The Managing Director 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 Saturday, the 22nd March, 2014 and Messrs R. Sridharan & Associates, Company Secretaries, Scrutiniser had submitted a report dated 24th March, 2014 and that he as the Chairman of the deemed meeting had accepted the said Report.

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

ITEM No.1 IN THE NOTICE OF POSTAL BALLOT

SPECIAL RESOLUTION pursuant to Sections 198, 269 and 309 read with Part II Section II Paragraph C of Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956 for the appointment and remuneration to Mr. V.Ramesh, Managing Director for a period of three years with effect from 30th January, 2014.

VL

CHAIRMAN'S
INITIALS

Certified True Copy

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

G. JALALI
Company Secretary

SUMMARY OF POSTAL BALLOT

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	533	97423728	76	157060	609	97580788	98.19
Dissent	56	1797791	19	5429	75	1803220	1.81
Total	589	99221519	*95	162489	684	99384008	100.00

*One shareholder has cast 50% of his votes in favour of the resolution and other 50% of the votes cast against the resolution.

RESULTS

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 198, 269 and 309 read with Part II Section II Paragraph C of Schedule XIII of 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

SPECIAL RESOLUTION pursuant to Sections 198, 269, 309 and 310 read with Part II, Section II, Paragraph B of Schedule XIII of the Companies Act, 1956 for appointment and payment of remuneration to Mr. V. Suri as Manager under Companies Act, 1956 for a period from 19th October, 2013 till 29th January, 2014.

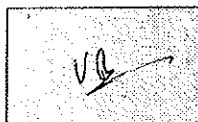
SUMMARY OF POSTAL BALLOT

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	521	97398713	75	158016	596	97556729	98.16
Dissent	68	1822806	21	5723	89	1828529	1.84
Total	589	99221519	*96	163739	685	99385258	100.00

*One shareholder has cast 50% of his votes in favour of the resolution and other 50% of the votes cast against the resolution.

RESULTS

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 Sections 198, 269, 309 and 310 read with Part II, Section II, Paragraph B of Schedule XIII 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.

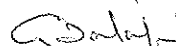


CHAIRMAN'S
INITIALS

Supplied by : C. Srinaman & Bros., Chennai - 600 014.
Ph : 2811516 / 2813950

Certified True Copy

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


G. JALAN
Company Secretary

ITEM No.3 IN THE NOTICE OF POSTAL BALLOT

SPECIAL RESOLUTION pursuant to Sections 198,269,309 and 310 read with Part II, Section II, Paragraph C of Schedule XIII of the Companies Act, 1956 for payment of remuneration to Mr.Ravindra S Singhvi, Managing Director for a period from 1st April, 2013 till 10th April, 2013.

SUMMARY OF POSTAL BALLOT

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	522	97399024	68	153114	590	97552138	98.16
Dissent	67	1822495	26	9374	93	1831869	1.84
Total	589	99221519	*94	162488	683	99384007	100.00

*One shareholder has cast 50% of his votes in favour of the resolution and other 50% of the votes cast against the resolution.

RESULTS

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 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.

ITEM No.4 IN THE NOTICE OF POSTAL BALLOT

SPECIAL RESOLUTION pursuant to Sections 198,269,309 and 310 read with Part II, Section II, Paragraph C of Schedule XIII of the Companies Act, 1956 for payment of remuneration to Mr.P.Gopalakrishnan, Manager under Companies Act, 1956 for a period from 11th April, 2013 till 18th October, 2013.

SUMMARY OF POSTAL BALLOT

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	525	97399913	69	154532	594	97554445	98.16
Dissent	64	1821606	26	9206	90	1830812	1.84
Total	589	99221519	*95	163738	684	99385257	100.00

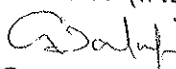
*One shareholder has cast 50% of his votes in favour of the resolution and other 50% of the votes cast against the resolution.



CHAIRMAN'S
INITIALS

Certified True Copy

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


G. JALAJA
Company Secretary.

RESULTS

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 Sections 198,269,309 and 310 of the Companies Act, 1956, with regard to the Item No. 4 as set out in the Notice of Postal Ballot is passed in favour of the resolution with requisite majority.

V.Ramesh

V.RAMESH
CHAIRMAN OF THE DEEMED MEETING

Date of Signing: 10/04/2014

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CHAIRMAN'S
INITIALS

Supplied by: C. Sitarman & Bros., Chennai - 600 014.
Ph: 2811516/28113950

Certified True Copy

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

G. JALAJA
G. JALAJA
Company Secretary.