

August 8, 2014

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 / 38

Dear Sirs,

Sub: Proceedings / Resolutions passed by the shareholders at the 39th Annual General Meeting held on 30.07.2014

We wish to inform you that the shareholders, at the Annual General Meeting of the Company held on 30.07.2014, approved the following:

- i. Adoption of the statement of Profit & Loss for the year ended March 31, 2014 together with the Balance Sheet and Reports of Directors and Auditors.
- ii. Appointment of Mr. Anand Narain Bhatia, who retired by rotation at this annual general meeting, as an Independent Director of the Company for a term of three consecutive years from this Annual General Meeting.
- iii. Appointment of Mr. M.B.N. Rao, who retired at this annual general meeting, as an Independent Director of the Company for a term of five consecutive years from this Annual General Meeting.
- iv. Appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Chennai as Statutory Auditors to hold office from the conclusion of this Annual General Meeting till the conclusion of the 42nd Annual General Meeting of the Company (subject to ratification of their appointment at every AGM), at a remuneration of Rs.23,00,000/- (Rupees Twenty Three Lakh only) for the year 2014/15 and Rs.27,00,000/- (Rupees Twenty Seven Lakh only) per year for the subsequent two years plus reimbursement of out of pocket expenses and service tax.
- v. Appointment of Mrs. Shyamala Gopinath as an Independent Director of the Company not liable to retire by rotation for a term of five consecutive years from this Annual General Meeting.
- vi. Appointment of Mr. V.Manickam as an Independent Director of the Company not liable to retire by rotation for a term of five consecutive years from this Annual General Meeting.



- vii. Appointment of Mr. V. Ramesh as a Director of the Company.
- viii. Borrowing Limits of the Company pursuant to Section 180(1)(c) of the Companies Act, 2013.
- ix. Creation of Mortgage/ Charge on the movable and immovable properties of the Company pursuant to Section 180(1)(a) of the Companies Act 2013.
- x. Payment of remuneration to M/s. Geeyes & Co., Cost Auditors pursuant to Section 148 (3) and the rules of the Companies Act, 2013.
- xi. Issue of Redeemable Non Convertible Debentures not exceeding Rs.200 Crore during a period of one year from the date of this annual general meeting pursuant to Section 42 and the rules of the Companies Act, 2013.
- xii. Payment of Commission to Non Whole time Directors of the Company in accordance with the provisions of Section 197 and the rules of the Companies Act, 2013 for a period of five financial years commencing from 1st April, 2014 upto the year ending 31st March, 2019 by way of commission not exceeding an amount equal to one percent (1%) of the net profits of the Company for that year as computed under Section 198 of the Act.

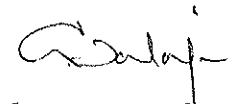
We also wish to state all the above resolutions were voted both through electronic voting and physical ballot. The result of the same was submitted vide our letter dated 01.08.2014.

We request you to kindly take the above on record.

Thanking You

Yours faithfully

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



(G. JALAJA)
Company Secretary