

KESORAM INDUSTRIES LIMITED

Minutes of the proceedings of the Ninety-third Annual General Meeting of the Company held on Wednesday, the 11th July, 2012 at "Kala-Kunj", 48, Shakespeare Sarani, Kolkata -700017 at 11.00 A.M.

The following were present: -

A. Directors:

- 1) Shri Basant Kumar Birla
- 2) Shri Krishna Gopal Maheshwari
- 3) Smt Manjushree Khaitan
- 4) Shri Pesi Kushru Choksey
- 5) Shri Amitabha Ghosh
- 6) Shri Prasanta Kumar Mallik
- 7) Shri Vinay Sah
- 8) Shri Kashi Prasad Khandelwal
- 9) Shri Kamal Chand Jain (*Whole-time*)

B. Members**Number****Signature**1) *In person*

1575

As per signatures obtained on Attendance Slips.

2) *By Proxy*

145

As per signatures obtained on Attendance Slips.

Shri Basant Kumar Birla took the chair.

The Chairman declared that 151 valid proxies representing 1,39,43,201 Ordinary Shares were received in the required Form and found in order.

The Chairman further declared that the necessary quorum of 5 (five) members in person being present, the Meeting could proceed with the stipulated business.

Before the commencement of the business of the Meeting, the Chairman mentioned that Shri B. P Bajoria, a Board Member, passed away on 20th February, 2012. His contributions to the Board's deliberations were invaluable and the Board was poorer by his absence. The Chairman requested all Members to observe a minute's silence as a mark of respect to his memory, which was accordingly observed.

The Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956 was placed before the meeting and kept open and accessible to all concerned during the continuance of the meeting.

With the consent of the Members present, the Notice dated 28th April, 2012 convening the Annual General Meeting together with the Explanatory Statement thereto, was taken as read.

Thereupon, at the direction of the Chairman, the Secretary of the Company, Shri Gautam Ganguli read out the Auditors' Report. While reading the Auditor's Report, Shri Ganguli highlighted a printing error in serial no. 10 of the Annexure to the Auditor's Report. He drew the attention of Members to the corrigendum circulated to them at the Meeting.

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Then, at the request of Chairman, Smt. Manjushree Khaitan, a Director gave an overview of corporate operations during 2011-12 and her view on current year's prospects. She also pointed out that Shri P K Mallik, Chairman of the Audit Committee was present at the Meeting to respond to queries on the accounts, if so necessary.

Thereafter, the Chairman placed before the Meeting, the Audited Accounts of the Company for the year ended 31st March, 2012 together with the Reports of the Auditors and the Directors thereon for consideration and adoption and proposed the following '**Ordinary Resolution**' which was seconded by Shri M.S. Dey.

Item No.1 "RESOLVED that the Audited Balance Sheet as at 31st March, 2012 and Statement of Profit & Loss Account of the Company for the year ended as on that date together with Reports of the Auditors and that of the Directors as placed before the meeting be and are hereby adopted."

The Chairman then invited the members for their comments on the Accounts & Reports. Several members participated in the discussions and raised points about working of the Company, which were duly responded to.

Thereupon the aforesaid Resolution was put to vote by show of hands and *carried nem.con.*

At this stage, with the permission of the members present, the Chairman requested Smt Manjushree Khaitan to conduct the meeting. The next Resolution relating to declaration of Dividend was taken up and the following resolution was proposed as an '**Ordinary Resolution**':

Item No.2

Proposed by Shri K.L. Mallik
Seconded by Shri B. N. Kundu

"RESOLVED that, as recommended by the Directors, the **Dividend @ Re. 1.00 per Ordinary Share** for the financial year ended 31st March, 2012 on 4,57,43,318 Ordinary Shares of Rs.10/- each be and is hereby declared and the same be paid subject to the provisions of Section 206A of the Companies Act, 1956, to those members or their mandatees whose names stand registered in the Company's Register of Members:

- i) as Beneficial Owners as at the end of business on 29th June, 2012 as per the lists furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the Shares held in Electronic Form, and;
- ii) as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company or the 'Registrar & Share Transfer Agent' of the Company on or before 29th June, 2012."

Thereupon, the aforesaid Resolution was put to vote by show of hands and *carried nem.con.*

Since, the next Resolution pertained to her reappointment, Smt. Khaitan with the permission of the Members present, handed over the proceedings to Shri P K Mallik. Thereafter, the matter relating to appointment of Smt. Khaitan was taken up as an '**Ordinary Resolution**':

Item No.3

Proposed by Shri Manoj Gupta
Seconded by Shri Mahesh Bubna

"RESOLVED that **Smt. Manjushree Khaitan**, who retires from Office by rotation in accordance with Article 115 of the Articles of Association of the Company, being eligible, be and is hereby re-elected as a Director of the Company."

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Thereupon, the aforesaid resolution was put to vote by show of hands and *carried nem.con.*

At this stage, Shri Mallik, with the permission of the Members present, requested Smt. Khaitan to take over the proceeding once again. Smt. Khaitan thanked the Members for reposing confidence in her again and resumed the proceedings.

The next resolution related to the appointment of Auditors and the following resolution was proposed as an 'Ordinary Resolution':

Item
No.4

Proposed by Shri O.P. Gupta
Seconded by Shri S. L. Rath

"RESOLVED that Messrs Price Waterhouse, Chartered Accountants of Y-14, Block EP, Sector V, Salt Lake Electronics Complex, Bidhannagar, Kolkata-700 091 be and are hereby re-appointed as Auditors of the Company until conclusion of the next Annual General Meeting and the Board of Directors be and is hereby authorised to fix their remuneration including reimbursement of out-of-pocket expenses and the terms of payment as per recommendation of the "Audit Committee" in connection with the audit of Accounts of the Company for the year ending 31st March, 2013."

Thereupon, the aforesaid Resolution was put to vote by show of hands and *carried nem.con.*

Thereafter, Coming to the items of Special Business, the following were taken up as 'Ordinary Resolutions':

Item
No. 5

Proposed by Shri A.K. Pal
Seconded by Shri P. L. Giria

"RESOLVED that Shri Vinay Sah, who was appointed an Additional Director on 3rd November, 2011, be and is hereby appointed as a Director of the Company liable to retirement by rotation."

Thereupon, the aforesaid Resolution was put to vote by show of hands and *carried nem.con.*

Item
No.6

Proposed by Shri B.K. Mehta
Seconded by Shri S. N. Pal

"RESOLVED that Shri Kashi Prasad Khandelwal, who was appointed a Director on 10th April, 2012 in the casual vacancy caused by the demise of B P Bajoria, be and is hereby appointed as a Director of the Company liable to retirement by rotation."

Thereupon, the aforesaid Resolution was put to vote by show of hands and *carried nem.con.*

Item
No.7

Proposed by Shri S. Sukhani
Seconded by Shri S. Chatterjee

"RESOLVED that in supersession of the earlier Resolution passed in this behalf, the consent of the Company be and is hereby accorded, under the provisions of Section 293(1)(d) of the Companies Act, 1956, to the Board of Directors of the Company, or any Committee thereof, to borrow from time to time all such sums of money as they may deem requisite for the purposes of the business of the Company notwithstanding that the money to be borrowed together with the money already borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business), exceed the aggregate of the paid up capital and its free reserves, that is to say, reserves not set apart for any specific purpose,

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provided that the aggregate of the sums so borrowed shall not exceed Rs. 6,000 Crore (Rupees Six Thousand Crore only) at any one point of time."

Thereupon, the aforesaid Resolution was put to vote by show of hands and *carried nem con.*

Item
No.8

Proposed by Shri S. Gattani
Seconded by Shri T.N.Chakraborty

"RESOLVED that in supersession of the earlier Resolution passed in this behalf and pursuant to the provisions of Section 293(1)(a) and all other applicable provisions of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the Board of Directors of the Company or any Committee thereof ("the Board"), to hypothecate, mortgage, create lien and/or other encumbrances in addition to the mortgages/charges etc. already created/to be created by the Company in such form and manner and with such ranking and at such time and on such terms on all or on any of the movable and/or immovable properties of the Company, both present and future, and/or on the whole or any part of the undertaking(s) of the Company as the Board may determine to secure the sum of money borrowed or to be borrowed aggregating to Rs.6,000 Crore (Rupees Six Thousand Crore only) by the Company from Banks and other Institutions etc.;

RESOLVED FURTHER that the Board (including any Director/ Executive so authorised in this behalf) be and is hereby authorised to finalise and execute such agreements, deeds, documents, instruments and writings including, without limitation, Debenture Trust Deeds, Promissory Notes, Deposit Receipts, for creating the aforesaid mortgage and/or hypothecation, charge and other encumbrances, if any, by the Company and to do all such acts, deeds and things as may be deemed necessary to give effect to this Resolution."

Thereupon, the aforesaid Resolution was put to vote by show of hands and *carried nem con.*

The next item of Special Business was reappointment of Shri K. C. Jain as a Whole-time Director and was proposed as a 'Special Resolution':

Item
No.9

Proposed by Shri S.L. Rathi.
Seconded by Shri T. P. Goyal

"RESOLVED that pursuant to the provisions of Sections 198, 269, 309, 311 and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act"), including any amendments to, or re-enactment thereof, and subject to such approvals, if any, as may be necessary including that of the Central Government, the Company hereby approves the re-appointment of Shri K.C. Jain as a Whole-time Director for a period of three years effective 1st April, 2012 upon terms as to remuneration as set out herein below with liberty to the Board of Directors, including a Committee thereof, to alter the terms in such manner as may be in the best interest of the Company, subject, however, to the provisions of the Act, viz :

- a) **Basic Salary & Allowances:** not exceeding Rs.25,00,000 per month as may be fixed by the Board of Directors, including any Committee thereof, from time to time.
- b) **Perquisites :**
 - i) House Rent Allowance, Ex-gratia, reimbursement of Leave Travel & Medical expenses for self and family: As per the Rules of the Company;
 - ii) Company's contribution towards Provident Fund & Superannuation Fund, Leave with full pay and allowances/ encashment and Gratuity: As per the Rules of the Company;
 - iii) Car: Chauffeur driven car to be provided and maintained by the Company in relation to the Company's business. Any personal use of car to be billed separately by the Company;

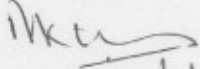
- iv) Communication facility at residence: Telephone, telefax and other modern communication facilities at residence in relation to the business of the Company. Any personal usage will, however, be to the account of the individual.
- c) So long as Shri Jain functions as a Whole-time Director, he will not be subject to retirement by rotation and shall not be paid any fees for attending Meetings of the Board or any Committee thereof.
- d) In the event of loss/inadequacy of profits during his tenure, the above remuneration including perquisites will be payable as minimum remuneration subject to the approval of the Central Government, if required or necessary;

RESOLVED FURTHER that the appointment shall be terminable in the following manner viz :

- (a) by efflux of time; or
- (b) by one party serving the other a three months' written notice; or
- (c) by one party paying the other three months' remuneration as notice pay."

Thereupon, the aforesaid Resolution was put to vote by show of hands and *carried nem. con.*

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


Chairman 10/8/12

