KANORIA CHEMICALS & INDUSTRIES LIMITED

Registered Office
Park Plaza
71, Park Street
7th Floor
Kolkata-700 016
Tel :2249-9472/9473/9474
Fax :91-33-22499466
CIN : L24110WB1960PLC024910
E-mail :cafall@kanoriachem.com
Website :www.kanoriachem.com

KC-13/310

September 29, 2014

The Manager- Listing
The National Stock Exchange of India Limited
"Exchange Plaza", 5th floor,
Plot No.C/1, "G" Block,
,Bandra Kurla Complex, Bandra (E)
Mumbai- 400051

SYMBOL : KANORICHEM

BSE Limited
Corporate Relationship Department
Rotunda Building
P J Towers, Dalal Street,
Mumbai- 400001

Security Code : 506525

Dear Sir/s,

We are sending herewith certified copy of the Minutes of the 54th Annual General Meeting of the shareholders of the Company held on Friday, the 5th September, 2014 at "Shripati Singhania Hall" in Rotary Sadan, 94/2, Chowringhee Road, Kolkata 700020 at 10.30 A.M.

This is for your information and record.

Thanking you,

Yours sincerely,
For Kanoria Chemicals & Industries Limited

N K Sethia
Company Secretary

Encl . as above.

Minutes of the 54th Annual General Meeting of the Members of Kanoria Chemicals & Industries Limited held at "Shripati Singhania Hall" in "Rotary Sadan", 94/2, Chowringhee Road, Kolkata-700 020 on Friday, the 5th September, 2014 at 10.30 A.M.

PRESENT

Shri R.V. Kanoria	Chairman & Managing Director
Shri Amitav Kothari	Chairman, Audit Committee
Prof. S. L. Rao	Chairman, Nomination and Remuneration Committee
Shri H. K. Khaitan	Chairman, Stakeholders Relationship Committee
Shri B. D. Sureka	Director
Shri G. Parthasarathy	Director
Shri J. P. Sonthalia	Director
Shri N.K. Sethia	Company Secretary
Shri N. K. Surana	Representative of M/s. Singhi & Co., Statutory Auditors of the Company

1,214 Members (in person / through their representatives), representing 31,583,298 shares and 210 Proxies representing 2,569 shares were present at the Meeting.

219 Proxies representing 2633 shares were registered with the Company.

Shri R.V. Kanoria, Chairman of the Company, took the Chair.

At the outset, the Chairman welcomed all the members present at the Meeting and also introduced all the Directors of the Company on the dais.

The Chairman then declared the quorum to be duly present and the Meeting duly constituted.

The Statement of Profit & Loss for the financial year ended 31st March, 2014, the Balance Sheet as at that date, the Auditors Report on the Accounts of the Company, the Directors Report thereon, and all other documents annexed or attached to the Balance Sheet as at 31st March, 2014, the 'Register of Directors and Key Managerial Personnel and their Shareholding' and the 'Register of Contracts or Arrangement in which the Directors are Interested' were laid before the Meeting and remained open and accessible for inspection during the continuance of the Meeting.

With the consent of the Shareholders present, the notice convening the 54th Annual General Meeting alongwith the explanatory statement and the Accounts and Reports thereon for the financial year ended 31st March, 2014, circulated to the Member were taken as read.

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Company Secretary

The Chairman then made presentation on the Company's performance for the year 2013-14 and its future plans, including that of its subsidiaries.

The Chairman invited members to put their queries and suggestions. Some Members sought clarifications with respect to the accounts, present working and future prospects of the Company. The Chairman replied suitably to the queries raised by the Members and thanked them for their valuable suggestions and comments. He also assured them that the Company would consider their suggestions.

The Chairman then read the Resolutions in respect of the Items on the Agenda of the Meeting, as follows:-

ORDINARY BUSINESS

RESOLUTION No. 1 - ORDINARY RESOLUTION

Adoption of Balance Sheet, Statement of Profit and Loss, Reports of the Board of Directors and Auditors for the year ended 31st March 2014:-

"RESOLVED that the audited Balance Sheet of the Company as at 31st March, 2014 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors' and Auditors' thereon, as circulated to the Members and laid before the Meeting, be and the same are hereby received, approved and adopted."

RESOLUTION No. 2 - ORDINARY RESOLUTION

Declaration of Dividend on Equity Shares:-

"RESOLVED that dividend amounting to Rs. 6,55,39,999.50 for the year ended 31st March, 2014 at the rate of Rs. 1.50 per Equity Share on 4,36,93,333 Equity Shares of Rs. 5/- each, as recommended by the Board of Directors, be and is hereby declared."

RESOLUTION No.3 - ORDINARY RESOLUTION

Appointment and fixing remuneration of Statutory Auditors:-

"RESOLVED that pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, Messrs Singhi & Co, Chartered Accountants (Registration Number 302049E), the retiring Auditors be and are hereby re- appointed as Statutory Auditors of the Company, to hold office as such from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 57th AGM of the Company, subject to ratification by shareholders at every AGM held after this AGM, at such remuneration, as may be mutually agreed between the Board of Directors of the Company and the Auditors, plus applicable service tax and reimbursement of travelling and other incidental expenses to be incurred by them in the course of their audit."

SPECIAL BUSINESS

RESOLUTION No. 4 – ORDINARY RESOLUTION

Appointment of Shri A. Vellayan as an Independent Director:-

"RESOLVED that pursuant to Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri A. Vellayan (DIN: 00148891), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019."

RESOLUTION No. 5 - ORDINARY RESOLUTION

Appointment of Prof. S. L. Rao as an Independent Director:-

"RESOLVED that pursuant to Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Prof. S. L. Rao (DIN: 00005675), who was appointed as a Director liable to retire by rotation and whose term expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019."

RESOLUTION No. 6 - ORDINARY RESOLUTION

Appointment of Shri G. Parthasarathy as an Independent Director:-

"RESOLVED that pursuant to Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri G. Parthasarathy (DIN: 00068510), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019."

RESOLUTION No. 7 - ORDINARY RESOLUTION

Appointment of Shri Amitav Kothari as an Independent Director:-

"RESOLVED that pursuant to Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Amitav

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Kothari (DIN: 01097705), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019."

RESOLUTION No. 8 - ORDINARY RESOLUTION

Appointment of Shri H. K. Khaitan as an Independent Director:-

"RESOLVED that pursuant to Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri H. K. Khaitan (DIN: 00220049), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019."

RESOLUTION No. 9 – ORDINARY RESOLUTION

Appointment of Shri Ravinder Nath as an Independent Director:-

"RESOLVED that pursuant to Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Shri Ravinder Nath (DIN: 00062186), who was appointed as a Director liable to retire by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019."

RESOLUTION No. 10 – ORDINARY RESOLUTION

Resolution for not filling for the time being, the vacancy caused by retirement of Shri B. D. Sureka:-

"RESOLVED that the vacancy caused by the retirement of Shri B. D. Sureka (DIN: 00049713), a Director of the Company who retires by rotation at this Annual General Meeting and does not seek re-appointment, be not filled for the time being."

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RESOLUTION N0. 11 - SPECIAL RESOLUTION

Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing monies upto Rs. 750 Crore over and above the aggregate of the paid up Capital and free Reserves of the Company:-

"RESOLVED that in supersession of the Ordinary Resolution passed under Section 293(1)(d) of the Companies Act, 1956, at the 50th Annual General Meeting of the Company held on 29th July 2010, and pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 or any amendment thereof, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include a Committee thereof) for borrowing monies from time to time for the purpose of the business of the Company on such security and on such terms and conditions in all respects as the Board may deem fit, notwithstanding that the money or monies to be borrowed together with the monies already borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose provided, however, that the total amount so borrowed by the Board of Directors and outstanding at any time shall not exceed a sum of Rs.750 Crore (Rupees Seven Hundred Fifty Crore only) apart from temporary loans obtained from the Bankers in the ordinary course of business."

"RESOLVED FURTHER that the Board be and is hereby authorised and empowered to arrange or settle the terms and conditions as to interest, repayment, security or otherwise on which such monies are to be borrowed from time to time as it may think fit."

"RESOLVED FURTHER that for the purpose of giving effect to this Resolution, the Board of the Company be and is hereby authorised to do all such acts, deeds, matters and things and give such directions as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard and also to delegate to the extent permitted by law, all or any of the powers herein conferred to any Committee of Directors or the Managing Director or any Director(s) or any Key Managerial Personnel (KMP) or any other Officer(s) of the Company."

RESOLUTION No. 12 - SPECIAL RESOLUTION

Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage and/or charge on the Company's undertakings and/or properties as security for its borrowings:-

"RESOLVED that in supersession of the Ordinary Resolution passed under Section 293(1)(a) of the Companies Act, 1956, at the 50th Annual General Meeting of the Company held on 29th July 2010, and pursuant to Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 or any amendment thereof, consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board" which expression shall also include a Committee thereof) to mortgage and/or charge, in addition to the mortgages/charges created/to be created by the Company, in such form and manner and with such

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ranking and at such time and on such terms as the Board of Directors may determine, the undertaking(s) and/or any of the movable/immovable properties of the Company, wheresoever situated, both present and future and/or whole or any part of undertaking(s) of the Company together with the power to take possession of the assets of the Company in certain events of default, in favour of the Banks, Indian and Foreign Financial Institutions, Multilateral Financial Institutions, other Lender(s), Agent(s) and Trustee(s), for securing the borrowings of the Company availed/to be availed by way of loan(s) (in foreign currency and/or rupee currency in the form of Term Loan/Cash Credit/other credit facilities) and Securities (comprising fully/partly Convertible Debentures and/or Non-Convertible Debentures, with or without detachable or non-detachable warrants and/or secured premium notes and/or floating rates notes/bonds or other debt instruments) issued/to be issued by the Company, from time to time, subject to the limit as approved under Section 180(1)(c) of the Companies Act, 2013, together with interest at the respective agreed rates, additional interest, compound interest, accumulated interest, liquidated damages, commitment charges, remuneration of the Agent(s)/Trustee(s), premium, if any, on redemption, all other costs, charges and expenses as a result of devaluation/revaluation/fluctuation in the rates of exchange and all other monies payable by the Company in terms of the Loan Agreement(s)/Heads of Agreement(s), Trust Deed(s) or any other document, entered into/to be entered into between the Company and the Banks, Indian and Foreign Financial Institutions, Multilateral Financial Institutions, other Lender(s), Agent(s) and Trustee(s), in respect of the said loans/borrowings/ debentures/bonds or other securities and containing such specific terms and conditions, covenants in respect of enforcement of security as may be stipulated in that behalf and agreed to between the Board of Directors and the Banks, Indian and Foreign Financial Institutions, Multilateral Financial Institutions, other Lender(s), Agent(s) and Trustee(s)."

"**RESOLVED FURTHER** that for the purpose of giving effect to this resolution, the Board of Directors or the officers authorized by it in this regard be and are hereby authorized to finalise, settle and execute such documents/deeds/writings/ papers/agreements as may be required and to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper or desirable and to settle any question, difficulty or doubt that may arise with regard to borrowings and creating mortgages/charges as aforesaid."

RESOLUTION No. 13 - SPECIAL RESOLUTION

Alteration of the Articles of Association:-

"**RESOLVED** that pursuant to Section 14 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and re-enactment thereof for the time being in force) and provisions of other statutes, as applicable and subject to such other approvals, consents, permissions, and sanctions as may be necessary from the appropriate authorities, or bodies, Articles 112 and 169 of the existing Articles of Association of the Company be and are hereby substituted respectively with the following new Articles:

112. The Board may choose a Chairman from among the Directors. The Board may also appoint the same individual as the Chairman as well as the Managing Director of the Company at the same time. Such person shall preside at all Meetings of the Board as well as the General Meetings of the Company.

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If at any Board Meeting the Chairman is not present within five minutes after the time appointed for holding the Meeting, the Directors present shall choose someone of their number to be Chairman of such Meeting.

169. Any Member, beneficial owner, debenture-holder, other security-holder or other person entitled to copies of any documents/registers/records to be kept or maintained by the Company in physical or electronic form under the provisions of the Companies Act, 2013 or the Rules thereunder or any earlier enactment or rules, shall be provided copies thereof upon request on payment of Rs. 10/- per page or such other fee as may be prescribed from time to time and as may be determined by the Board."

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

RESOLUTION No. 14 – ORDINARY RESOLUTION

Ratification of the remuneration of the Cost Auditors:-

"RESOLVED that pursuant to Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof, for the time being in force), the remuneration of Rs. 1,25,000/- (Rupees One Lakh Twenty Five Thousand only) plus applicable service tax and reimbursement of travelling and out of pocket expenses, as approved by the Board of Directors of the Company to be paid to Messrs N. D. Birla & Co., the Cost Auditors (Registration Number 000028), for conducting the audit of the cost records of the Company in respect of Organic/inorganic Chemicals and Industrial Alcohol for the financial year ending 31st March, 2015, be and is hereby ratified and confirmed."

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

The Chairman drew attention of the Members that the Company had provided the facility of e-voting on all the Resolutions as per the Agenda of the Annual General Meeting, pursuant to the provisions of the Companies Act, 2013 and the Listing Agreements with Stock Exchanges. The period for e-voting commenced on 30th August, 2014 at 9.00 A.M. and ended on 1st September, 2014 at 6.00 P.M.

The Chairman informed that Shri H. M. Choraria, practicing company secretary, appointed as the Scrutinizer by the Board of Directors, has submitted his Report dated 3rd September, 2014 on the results of e-voting.

The Chairman informed that based on the Scrutinizer's Report, out of the total number of shares for which votes were cast on e-voting, more than 99% votes had been cast in favour of all the Resolutions.

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The Chairman sought the support and consent of the Members to take all the Resolutions before the Meeting as approved by the requisite majority, since the Members through e-voting had overwhelmingly voted in favour of all the Resolutions.

Thereafter, the Chairman read out the results of e-voting on all the Resolutions as per the Scrutinizers Report and with consent of Members declared all the Resolutions before the Annual General Meeting as approved by the requisite majority, as follows:-

		Number of members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
ORDINARY BUSINESS				
Item No. 1- Ordinary Resolution Adoption of Balance Sheet, Statement of Profit and Loss, Reports of the Board of Directors and Auditors thereon for the year ended 31st March 2014.	Voted in favour of the Resolution	26	30769031	99.96
	Voted against the resolution	5	10885	00.04
	Invalid Votes	0	0	0
Item No. 2- Ordinary Resolution Declaration of Dividend on Equity Shares for the financial year ended 31st March, 2014.	Voted in favour of the Resolution	27	30769131	99.96
	Voted against the resolution	5	10885	00.04
	Invalid Votes	0	0	0
Item No. 3- Ordinary Resolution Appointment of Messrs Singhi & Co, Chartered Accountants as Statutory Auditors, to hold office as such from the conclusion of this AGM till the conclusion of the 57th AGM, subject to ratification by shareholders at every AGM held after this AGM, at such remuneration, as may be mutually agreed between the Board of Directors and the Auditors.	Voted in favour of the Resolution	25	30768031	99.96
	Voted against the resolution	6	10985	00.04
	Invalid Votes	0	0	0

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		Number of members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
SPECIAL BUSINESS				
Item No. 4- Ordinary Resolution Appointment of Shri A. Vellayan as an Independent Director to hold office for five consecutive years for a term up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019.	Voted in favour of the Resolution	25	30768931	99.96
	Voted against the resolution	6	10985	00.04
	Invalid Votes	0	0	0
Item No. 5- Ordinary Resolution Appointment of Prof. S. L. Rao as an Independent Director to hold office for five consecutive years for a term up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019.	Voted in favour of the Resolution	24	30768561	99.96
	Voted against the resolution	7	11355	00.04
	Invalid Votes	0	0	0
Item No. 6- Ordinary Resolution Appointment of Shri G. Parthasarathy as an Independent Director to hold office for five consecutive years for a term up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019.	Voted in favour of the Resolution	25	30768931	99.96
	Voted against the resolution	6	10985	00.04
	Invalid Votes	0	0	0
Item No. 7- Ordinary Resolution Appointment of Shri Amitav Kothari as an Independent Director to hold office for five consecutive years for a term up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019.	Voted in favour of the Resolution	25	30768931	99.96
	Voted against the resolution	6	10985	00.04
	Invalid Votes	0	0	0

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		Number of members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Item No. 8- Ordinary Resolution Appointment of Shri H. K. Khaitan as an Independent Director to hold office for five consecutive years for a term up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019.	Voted in favour of the Resolution	22	30768411	99.96
	Voted against the resolution	8	11455	00.04
	Invalid Votes	0	0	0
Item No. 9- Ordinary Resolution Appointment of Shri Ravinder Nath as an Independent Director to hold office for five consecutive years for a term up to the conclusion of the 59th Annual General Meeting of the Company in the calendar year 2019.	Voted in favour of the Resolution	25	30768931	99.06
	Voted against the resolution	6	10985	00.04
	Invalid Votes	0	0	0
Item No.10- Ordinary Resolution Resolution for not filling for the time being, the vacancy caused by retirement of Shri B. D. Sureka, a Director of the Company, who retires by rotation and does not seek re-appointment.	Voted in favour of the Resolution	24	30768881	99.96
	Voted against the resolution	6	10985	00.04
	Invalid Votes	0	0	0
Item No.11- Special Resolution Resolution under Section 180(1)(c) of the Companies Act, 2013 for borrowing monies upto Rs. 750 Crore over and above the aggregate of the paid up Capital and free Reserves of the Company.	Voted in favour of the Resolution	24	30766746	99.96
	Voted against the resolution	7	13170	00.04
	Invalid Votes	0	0	0

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		Number of members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Item No.12- Special Resolution Resolution under Section 180(1)(a) of the Companies Act, 2013 for creation of mortgage and/or charge on the Company's undertakings and/or properties as security for its borrowings.	Voted in favour of the Resolution	24	30768881	99.96
	Voted against the resolution	6	10985	00.04
	Invalid Votes	0	0	0
Item No.13- Special Resolution Alteration of the Articles of Association of the Company under Section 14 of the Companies Act, 2013 for – 1. Holding the position as the Chairman and the Managing Director of the Company at the same time by the same individual, and 2. Charging of fee for seeking copies of documents/ registers / records etc.	Voted in favour of the Resolution	24	30766531	99.96
	Voted against the resolution	6	13235	00.04
	Invalid Votes	0	0	0
Item No.14- Ordinary Resolution Ratification of the remuneration of the Cost Auditors for the financial year ending 31st March, 2015.	Voted in favour of the Resolution	25	30765911	99.95
	Voted against the resolution	6	13935	00.05
	Invalid Votes	0	0	0

Shri Sushil Kumar Sukhani proposed vote of thanks to the Chair and the Meeting concluded thereafter.

S/d.
R. V. Kanoria
Chairman
29.09.2014

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Company Secretary