



NOVOPAN INDUSTRIES LIMITED

CS/SE

January 6, 2014

Mr. S Subramanian, DCS – CRD
Bombay Stock Exchange Limited
1st Floor, New Trading Ring,
Dalal St., Routunda Bldg.,
P.J.Towers, Fort
Mumbai – 400001

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

BSE Code : 500310

NSE Code : NOVOPANIND

Dear Sir

Sub: Submission of Minutes of 28th Annual General Meeting

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Please find enclosed herewith copy of the Minutes of 28th Annual General Meeting of our company held on Thursday, the 26th December, 2013 for your information and records.

You are requested to kindly acknowledge the above said documents.

Thanking you

Yours faithfully
For Novopan Industries Limited

S A Naqui
Executive Director

MINUTES OF THE 28TH ANNUAL GENERAL MEETING OF THE SHAREHOLDERS OF NOVOPAN INDUSTRIES LIMITED HELD ON THURSDAY, THE 26TH DECEMBER, 2013 AT 11.30 AM AT SRI SATHYA SAI NIGAMAGAMAM, 8-3-987/2, SRINAGAR COLONY, HYDERABAD – 500073.

DIRECTORS PRESENT

Dr. G V Krishna Reddy	-	Chairman
Sri S A Naqui	-	Executive Director
Sri A Issac George	-	Director
Sri Y Rama Murty	-	Director

ALSO PRESENT

Sri S S R Koteswara Rao	-	Statutory Auditors, Brahmayya & Co., Hyderabad
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AND

182 Members were present in person and 2 proxies present at the meeting. After ascertaining that the requisite members were present to form a quorum, the Chairman called the meeting to order.

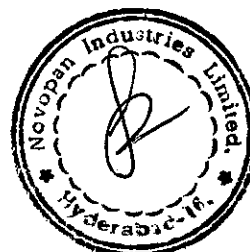
Chairman welcomed all the shareholders and special invitees to the 28th Annual General Meeting.

The Chairman requested Ms. Neeti Bhachawat to read the Notice of the 28th Annual General Meeting and the Auditor's Report, which were already circulated to all the members and the same were taken as read with the general consent of the members present.

The Chairman informed the meeting that the Register of Members and the Register of Directors' shareholding were kept open and that the same was accessible during the continuance of the meeting.

During his speech Chairman informed the meeting about overall economic scenario during the year 2012-13 and scenario of Particle Board Industry in India. He stated that the Indian Economy continues to witness lower and lower growth rates. During the fiscal 2012-13 the economic growth was less than 6%, lowest ever growth reported in the last several years. During Financial Year 2012-13 there was further slowdown in the economy compounded by various factors of erratic monsoon, infrastructure inadequacies, global economic issues etc. The sluggish progress on policy issues and reforms has further dampened the confidence of the industry in general and consumer in particular.

The Chairman further stated that the all wood based industries are showing very marginal growth due to the reduction in import of Plain Particle Board (PPB) as well as Medium Density Fiber (MDF) Board. The overall imports have been dropping consistently over the last two years. This scenario may change when rupee gets appreciated. Small capacity PPB and MDF plants are facing severe competition from two higher capacity plants which have come up recently.



Another important factor which is affecting wood based industry in general is the shortage of raw material which consists of plantation wood and other waste wood generated from forest. Apart from this, industries are getting badly affected due to increase in tariff as well as shortage of power those who could not sustain the cost of Captive Generation.

On the other hand competition in the market has kept the prices at the same level as in the previous year, even though the cost of manufacture has increased.

The chairman also informed that the company did not have any operations during the financial year 2012-13 and the turnover of your company for the financial year ended 31st March, 2013 was Nil against Rs.1.01 Crores during the previous year (comprising of 9 months). The company has incurred Net loss for the year Rs. 4.25 Crores, as against net loss of Rs.6.48 crores during the previous year.

The Chairman replied the queries of the shareholders and assured that the management of the company will take in to account all the valued suggestion of the shareholders and review the same in length at appropriate management level to reach to the most suitable decisions which are in the best interests of all the stakeholders & company.

Thereafter, with the permission of the members the Chairman moved the following resolutions.

MOVING OF RESOLUTIONS

ORDINARY BUSINESS

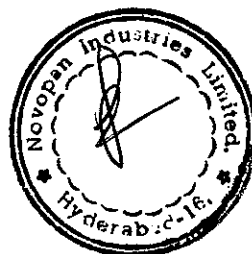
ITEM NO.1

To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31st March, 2013 and the Balance Sheet as on that date and the Reports of the Directors' and Auditor's thereon.

The following resolution was proposed by Mr. Kamal Kishore Jhawar (Folio No.030101) and seconded by Mr. A C M Vastal (Client ID 12038000060971).

"RESOLVED THAT the Audited Profit and Loss Account for the year ended 31st March, 2013 and the Balance Sheet as on that date, together with the schedules and notes thereon and the reports of the Directors' and Auditor's thereto as placed before the meeting be and are hereby received, considered and adopted".

On being put to vote by show of hands, the Chairman declared that the above **Ordinary Resolution** was passed unanimously.



ITEM NO : 2

To consider re-appointment of Mr. A Issac George as a Director, who retires by rotation.

The following resolution was proposed by Mr. Narendra Kumar Jain (Client ID No.1205450000017703) and seconded by Mr. Srikant Jhawar (Client ID IN300239-12883300).

"RESOLVED THAT pursuant to the provisions of sections 255, 256 and other applicable provisions, if any, of the Companies Act, 1956 Mr. A Issac George – Director, who retires by rotation be and is hereby re-appointed as Director of the Company".

ITEM NO : 3

To consider re-appointment of Mr. Y Rama Murthy as a Director, who retires by rotation.

The following resolution was proposed by Mr. Kusum Lakshma Reddy (Client ID IN300484-10036787) and seconded by Mr. Yadagiri Navathu (Client ID # 1203810000100100).

"RESOLVED THAT pursuant to the provisions of sections 255, 256 and other applicable provisions, if any, of the Companies Act, 1956 Mr. Y Rama Murthy – Director, who retires by rotation be and is hereby re-appointed as Director of the Company".

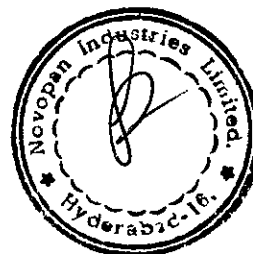
On being put to vote by show of hands, the Chairman declared that the above **Ordinary Resolution** was passed unanimously.

ITEM NO : 4

To consider Re-appointment of M/s. Brahmayya & Co., as the Statutory Auditors of the Company and authorize Board to fix their remuneration.

The following resolution was proposed by Mr. Ramesh Manguluri (Folio No.0030290) and seconded by Mr. M A R Sufi (Client ID IN300020-10213067).

"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956 M/s. Brahmayya & Co., Chartered Accountants, Hyderabad be and are hereby re-appointed as Statutory Auditors of the Company, to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting of the company, on such remuneration as may be fixed by the Board of Directors of the Company."



On being put to vote by show of hands, the Chairman declared that the above **Ordinary Resolution** was passed unanimously.

ITEM NO : 5

SPECIAL BUSINESS

To consider the re-appointment of Mr. S A Naqui as an Executive Director of the Company.

The following resolution was proposed by Rekha Pandey (Folio No.0026628) and seconded by Mr. Narendra Kumar Jain (Client ID No.1205450000017703).

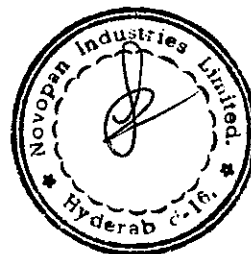
“RESOLVED THAT pursuant to the provisions of sections 198, 269 and 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, that may hereafter be made by the Central Government from time to time), and such other approvals, if any, as may be required, consent of the shareholders be and is hereby accorded for the re-appointment of Sri S A Naqui as Executive Director of the Company w.e.f. 1st August, 2013 for a period of one year on the following terms and conditions including remuneration, which shall not exceed the limits specified in Schedule XIII of the Companies Act, 1956 (including any statutory modification or re-enactment thereof, that may hereafter be made by the Central Government from time to time)” or as may be approved by the Central Government.

“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do such other acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution”.

REMUNERATION:

Salary, Perquisites & Allowances: - Salary, Perquisites & Allowances subject to maximum of Rs.20,000/- per month.

- i) For the purpose of calculating the above ceiling, perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable; in the absence of any such Rules, perquisites and allowances shall be evaluated at actual cost or hire charges.
- ii) Provision for use of the Company’s car for official duties and telephone at residence (including payment for local calls and long distance official calls) shall not be included in the computation of perquisites for the purpose of calculating the said ceiling.
- iii) Company’s contribution to the Provident Fund and Superannuation or Annuity Fund, to the extent these either singly or together are not taxable under the Income Tax Act, gratuity payable as per the rules of the Company (that is half a month salary for each year of completed service) and encashment of leave at the end of the tenure, shall not be included in the computation of limits for the remuneration or perquisites aforesaid.



MINIMUM REMUNERATION

Notwithstanding anything to contrary herein contained, where, in any financial year, during the currency of the tenure of the Executive Director the Company has no profits or its profits are inadequate, the company shall pay remuneration by way of salary, perquisites and allowances not exceeding the overall ceiling limit as specified in Section II of Part II of Schedule XIII to the Companies Act, 1956 or such other overall ceiling amount as may be modified in the Schedule XIII by the Central Government from time to time or as approved by Central Government.

OTHER TERMS & CONDITIONS

- A) The terms and conditions of the said appointment and/or Agreement may be altered and varied from time to time by the Board as it may, in its discretion, deem fit, within the maximum amount payable to the whole time Directors in accordance with Schedule XIII to the Companies Act, 1956, or any amendments thereto made hereinafter in this regard / or as approved by Central Government.
- B) The agreement may be terminated by either party giving the other party One month's notice or either party paying one month's salary in lieu thereof.
- C) If at any time the Executive Director ceases to be a director of the Company for any reason whatsoever, he shall also cease to be Executive Director of the company.

Explanatory Statement

(Pursuant to Section 173(2) of the Companies Act, 1956)

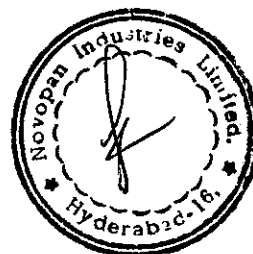
Item No.5

Mr. S.A. Naqui was appointed as Whole Time Director (WTD) of the Company for a period of 2 (Two) years w.e.f. 2nd August, 2011. The term of appointment of Mr. S A Naqui as WTD was ended on 1st August, 2013.

Considering the rich experience and performance of Mr. S A Naqui, it was proposed to re-appoint him as WTD of the Company for a period of One year w.e.f 01.08.2013. The Board of Directors of the Company approved his re-appointment under section 198, 269 and 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, subject to the approval of the shareholders, by passing resolution by way of circulation under Section 289 of the Companies Act, 1956 on 01.08.2013.

The remuneration of Mr. S A Naqui was approved by Remuneration Committee by passing resolution by way of circulation on 01.08.2013 in accordance with the Section II of Part II of Schedule XIII read of the Companies Act, 1956.

The Board of Directors recommends the re-appointment of Mr. S A Naqui as Executive Director of the Company for your approval.



None of the Directors or Key Managerial Personnel, except Mr. S A Naqui is interested in this resolution.

This may be treated as an abstract of the terms and conditions of the appointment as required under section 302 of the Companies Act, 1956.

On being put to vote by show of hands, the Chairman declared that the above **Special Resolution** was passed unanimously.

VOTE OF THANKS

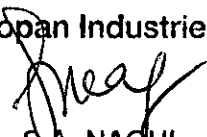
There being no other business to transact the meeting concluded with a vote of thanks to the Chair and the shareholders.

CERTIFIED TRUE COPY

Place : Hyderabad
Date : 26.12.2013

Sd/-
Chairman

For Novopan Industries Limited


S.A. NAQUI
Executive Director