

MINUTE BOOK

Sarawati
REGD.

MINUTES OF THE TWENTY NINTH ANNUAL GENERAL MEETING OF THE MEMBERS OF INDIA GLYCOLS LIMITED HELD ON 18TH SEPTEMBER, 2013 AT 12.30 P.M. AT THE REGISTERED OFFICE OF THE COMPANY AT A - 1 INDUSTRIAL AREA, BAZPUR ROAD, KASHIPUR - 244713, DISTT. UDHAM SINGH NAGAR, UTTARAKHAND.

PRESENT

MEMBERS/PROXY HOLDERS

Total

Members : 32

Proxies : 2

DIRECTORS

Shri U.S. Bhartia : Chairman and Managing Director
Shri R.C. Misra : Director and Chairman of Audit Committee
Shri M.K. Rao : Executive Director

IN ATTENDANCE

Shri Lalit Kumar Sharma : Company Secretary

CHAIRMAN

Shri U.S. Bhartia, Chairman and Managing Director took the chair.

QUORUM

The Chairman was informed that the quorum of the meeting, as required, was present. The Chairman then declared the meeting open.

CHAIRMAN'S SPEECH

The Chairman delivered the statement on the performance of the Company.

1. ACCOUNTS FOR THE YEAR ENDED 31ST MARCH, 2013.

The Chairman placed before the meeting the Annual Accounts of the Company for the year ended 31st March, 2013 and with the permission of the members took the Director's Report and Auditor's Report as read. The Chairman invited queries/comments on the Audited Accounts from the members. Thereafter the following Resolution proposed by Shri Madhup Misra and seconded by Shri A.K. Shishodia was passed unanimously:

"RESOLVED THAT the Audited Balance Sheet as at 31.03.2013 and Profit and Loss Account of the Company for the year ended on that date together with Schedules and Annexures, Directors' and Auditor's Report thereon be and are hereby received, approved and adopted."

2. DECLARATION OF DIVIDEND AND CONFIRMATION OF INTERIM DIVIDEND

Following Resolution proposed by Shri S.R. Soni and seconded by Shri D.S. Sharma was passed unanimously:

"RESOLVED THAT the Final Dividend of Rs.2/- per equity share be paid to the members, whose name appear in the Register of Members as on 09.09.2013."

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"RESOLVED FURTHER THAT the Interim Dividend of Rs.4/- per equity shares as declared for the financial year 2012-13 by the Board of Directors at its meeting held on 6th March, 2013 and paid out of the profits of the Company be and is hereby confirmed."

3. REAPPOINTMENT OF SHRI M.K. RAO AS DIRECTOR

Following Resolution Proposed by Shri N.S. Chauhan and seconded by Shri Sharad Kumar Gupta was passed unanimously:

"RESOLVED THAT Shri M.K. Rao, Director, be and is hereby reappointed as a Director of the Company, whose period of office shall be determined for retirement of Directors by rotation."

4. REAPPOINTMENT OF SMT JAYSHREE BHARTIA AS DIRECTOR

Following Resolution proposed by Shri V B K P R Rao and seconded by Shri Manish Chandra Pant was passed unanimously:

"RESOLVED THAT Smt. Jayshree Bharti, be and is hereby reappointed as a Director of the Company, whose period of office shall be determined for retirement of Directors by rotation."

5. REAPPOINTMENT OF SHRI JAGMOHAN N KEJRIWAL AS DIRECTOR

Following Resolution proposed by Shri Arun Kumar Chakravorty and seconded by Shri Vivek Trivedi was passed unanimously:

"RESOLVED THAT Shri Jagmohan N Kejriwal be and is hereby reappointed as a Director of the Company, whose period of office shall be determined for retirement of Directors by rotation."

6. APPOINTMENT AND FIXATION OF REMUNERATION OF STATUTORY AUDITORS

Following Resolution proposed by Shri Avinash Kumar Tiwari and seconded by Shri Vivek Trivedi was passed unanimously:

"RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, of the Companies Act, 1956, the retiring Auditors M/s Lodha and Co., Chartered Accountants, be and are hereby reappointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting, on such remuneration as determined by the Board of Directors and out of pocket expenses actually incurred by them in connection with the audit."

7. REAPPOINTMENT OF EXECUTIVE DIRECTOR

Following Resolution proposed by Shri Madhup Misra and seconded by Shri A.K. Shishodia was passed unanimously:

"RESOLVED THAT subject to the provisions of Sections 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any modification(s) or re-enactment thereof, for the time being in force) and subject to the approval of the Central Government, if required, Shri M.K. Rao be and is hereby reappointed as Executive Director of the Company for a period of 5 years w.e.f. 1st April, 2013 on the remuneration, perquisites, benefits and amenities as mentioned below:

Remuneration:

- | | |
|----------------------|---------------------------|
| a) Basic Salary | - Rs 2,70,000/- per month |
| b) Special Allowance | - Rs.1,26,095/- per month |

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c) Perquisites:

In addition to the salary, the Executive Director shall be entitled to the following perquisites which shall be evaluated as per Income Tax Rules, wherever applicable, in the absence of any such rule, perquisite shall be evaluated at actual cost;

- i) Unfurnished residential accommodation;
- ii) Electricity, water as per Company's rules;
- iii) Furnishing of residence upto an amount not exceeding Rs.2,00,000/- per annum
- iv) Company maintained car with driver will be provided for official and personal use;
- v) Medical and Personal Accident Insurance as per Company's rules;
- vi) Leave encashment as per Company's rules;
- vii) Maintenance expense for personal car for personal purpose for an amount not exceeding Rs.2.00 lacs p.a.
- viii) Actual expenses reimbursement for Telephone provided at residence;
- ix) Medical reimbursement equivalent to one month salary for self and family;
- x) Leave travel concession once in a year for an amount not exceeding Rs. 36,000/-per annum for self and family to any place in India by Air/Rail/Road;
- xi) Ex-gratia at the rate 15% pa of the basic salary;
- xii) Contribution to Provident Fund as per rules of the Company; and
- xiii) Gratuity as per Rules of the Company.

Provided further that the aggregate of remuneration by way of salary, perquisites and allowances etc. payable to Shri M. K. Rao shall not exceed 5% of the Net Profits of the Company in a financial year computed in the manner laid down under Section 309 (5) of the Companies Act, 1956 and within the overall limits prescribed under Section 198 and 309 read with Schedule XIII of the Act."

"FURTHER RESOLVED THAT the Board of Directors of the Company on the recommendation of the Remuneration Committee be authorized to annually review the salary, commission, perquisites and allowances etc. payable to Shri M. K. Rao and authorized to restructure the remuneration payable within the overall limit of 5% of the Net Profits of the Company in a financial year computed in the manner laid down under Section 309 (5) of the Companies Act, 1956 and within the overall limit prescribed under Section 198 and 309 read with Schedule XIII of the Act."

"FURTHER RESOLVED THAT notwithstanding to the above in the event of any loss or inadequacy of profit in any financial year of the Company during the tenure of Shri M. K. Rao as Executive Director of the Company, the aforesaid remuneration shall be the minimum remuneration payable to him or as may be approved by the, Central Government, if required."

"FURTHER RESOLVED THAT the draft agreement for reappointment (a copy thereof duly initialed by the Chairman for the purpose of identification was placed on the table at the meeting) be and is hereby approved."

"FURTHER RESOLVED THAT Shri Rakesh Bhartia, Chief Executive Officer, Shri Anand Singhal, Chief Financial Officer and Shri Lalit Kumar Sharma, Company Secretary be and are hereby severally authorised to execute Agreement with Shri M. K. Rao for and on behalf of the Company for reappointment as Executive Director."

8. ISSUE OF EQUITY SHARES UNDER EMPLOYEES STOCK OPTION SCHEME

Following Resolution proposed by Shri Sukhraj Soni and seconded by Shri Arun Kumar Chakravorty was passed unanimously:

"RESOLVED THAT in accordance with the provisions contained in the Memorandum and Articles of Association of the Company and pursuant to the provisions of Section 81(1A), and all other applicable provisions, if any, of the Companies Act, 1956 ("the Act") and the provisions contained in the Securities and Exchange Board of India (Employee Stock Option Scheme and

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Employee Stock Purchase Scheme) Guidelines, 1999 ("The SEBI Guidelines") (including any statutory modification(s) or re-enactment of the Act or the Guidelines, for the time being in force) and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee including the Compensation Committee which the Board may, at its discretion authorize to exercise certain or all of its powers, including the powers, conferred by this Resolution), consent and approval of the members of the Company be and is hereby accorded to the Board, to grant, offer, issue, and allot, under a plan titled, "Employees Stock Option Plan 2013 (ESOP 2013 or Plan)", such number of options as may be decided by the Board, each option convertible into 1 (one) fully paid-up equity share of the Company of Rs.10/- (Rupees Ten only) each, which could give rise to the issue of upto 5% of the paid up capital of the Company being 15,48,075 Equity shares of Rs.10/- (Rupees Ten only) each to the present and future employee(s) including Director(s) in the whole-time employment of the Company or otherwise selected on the basis of criteria provided in the plan ("Eligible Employees") except a promoter or a person who belongs to the Promoter Group, both these expressions being defined in the SEBI Guidelines, at any time to or to the benefit of Eligible Employees as defined under the plan, in one or more tranches and on such terms and conditions as may be fixed or determined by the Board or a duly constituted Committee of the Board in accordance with the provisions of the law or guidelines issued by the relevant authority.

"RESOLVED FURTHER THAT the consent of the shareholders of the Company be and is hereby granted to plan, and the Board, be is hereby authorised to do all acts as it may in its absolute discretion deem necessary to give effect to the plan including incur expenses in relation to the same.

"RESOLVED FURTHER THAT all the new equity shares to be issued and allotted as aforesaid shall rank pari-passu including dividend inter-se with the then existing equity shares of the Company in all respects.

"RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger, demerger, amalgamation, sale of division and any other form of corporate restructuring, if any, additional shares are issued by the Company for the employees for the purposes of making a fair and reasonable adjustment to the options granted earlier, the above ceiling of 15,48,075 Equity shares of Rs.10/- (Rupees Ten only) each shall be deemed to be increased to the extent of such additional equity shares issued.

"RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares and price of acquisition payable by the option grantees under the plan shall automatically stand augmented or reduced, as the case may be, in the same proportion as the present face value of Rs.10/- (Rupees Ten only) per equity shares bears to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said allottees".

"RESOLVED FURTHER THAT the Board be and is hereby authorized on behalf of the Company to evolve, decide upon and bring into effect the Plan on such terms and conditions as contained in the relevant Explanatory Statement to this notice and make any modification(s), change(s), variation(s), alteration(s) or revision(s), in the said Plan from time to time in its sole discretion in conformity with the provisions of the Act, the Memorandum and Articles of Association of the Company and any other applicable laws, including but not limited to/amendments with respect to vesting period, vesting schedule, exercise price, re-pricing of the options granted, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the Plan from time to time and to do all such acts, deeds, matters, and things as it may in its absolute discretion deem fit or necessary or desirable for such purpose."

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"RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the Securities allotted under the Plan on the Stock exchanges as per the provisions of the Listing Agreement with the Stock Exchanges concerned, the SEBI Guidelines and other applicable laws and regulations."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient and to settle any questions, difficulties or doubts that may arise in this regard."

"RESOLVED FURTHER THAT subject to the SEBI Guidelines, the Board in its absolute discretion may from time to time amend, alter or terminate the Plan or any grant prior to the exercise or the terms and conditions thereof, provided that no amendment, alteration or termination in any option be made, which would impair or prejudice the rights of the employees covered under the Plan."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee, including the Compensation Committee, with power to further delegate to any executive(s)/officer(s) of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. at any stage including at the time of listing of securities, without being required to seek any further consent or approval of the members or otherwise to the end and intent that all such acts, deeds, matters and things done and executed by the Board in relation the grant or vesting of the options as described above, be and are hereby ratified by the Company."

"RESOLVED FURTHER THAT all acts and deeds done by the Board till date to further the objective of this resolution be and are hereby ratified and approved."

9. ISSUE OF SECURITIES

Following Resolution proposed by Shri Rajesh Kumar Pundir and seconded by Shri Sharad Kumar Gupta was passed unanimously:

"RESOLVED THAT in accordance with the provisions of Section 81(1A) and other applicable provisions, if any, of the Companies Act, 1956 as also of any other applicable laws, rules, regulations, (including any amendment thereto or re-enactment thereof for the time being in force) and subject to all other applicable Rules, Regulations and Guidelines of the Securities and Exchange Board of India ("SEBI"), the applicable provisions of Foreign Exchange Management Act, 1999 ("FEMA"), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulation, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depositary Receipt Mechanism), Scheme, 1993 and in accordance with the rules, regulations, guidelines, policies, notifications, circulars & clarifications issued / to be issued thereon by the Government of India ("GOI"), Reserve Bank of India ("RBI"), Securities and Exchange Board of India ("SEBI"), the Department of Industrial Policy and Promotion, Ministry of Commerce ("DIPP"), the Foreign Investment Promotion Board ("FIPB"), the Ministry of Finance (Department of Economic Affairs) and/or any other Regulatory / Statutory Authorities and/or other Authorities/Institutions/ Bodies (hereinafter singly or collectively referred to as the "Appropriate Authorities") and in accordance with the provisions in the Memorandum and Articles of Association of the Company and the Listing Agreements entered into by the Company with the Stock Exchanges where the shares of the Company are listed and subject to such approvals, consents, permissions and sanctions of the Appropriate Authorities concerned and subject to such conditions and modifications, as may be prescribed by any of them while granting such approvals, consents, permissions and sanctions which may be agreed to by the Board of Directors of the Company ("Board") (which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute for exercising the powers conferred on the Board by this resolution), the Company be and is hereby authorized to issue, offer and allot (including with provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons as may be permitted), in the course of one or

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more domestic or international offering(s) with or without Green Shoe option, including by way of a qualified institutional placement under Chapter XIII A of the SEBI (Disclosure and Investor Protection) Guidelines, 2000 ("SEBI Guidelines"), to eligible investors (whether or not such investors are members of the Company, or whether or not such investors are Indian or foreign, including qualified institutional buyers such as public financial institutions, scheduled commercial banks, mutual funds, foreign institutional investors, multilateral and bilateral development financial institutions, venture capital funds, foreign venture capital investors, state industrial development corporations, insurance companies, pension funds and provident funds), whether by way of a public offering or by way of a private placement and whether by way of circulation of an offering circular or placement document or otherwise, securities including Equity Shares and/or Instruments or securities convertible into equity shares of the Company such as Global Depository Receipts and/or American Depository Receipts and/or convertible preference shares and/or convertible debentures or bonds (compulsorily and/or optionally, fully and / or partly), and/or non-convertible debentures with warrants and/or securities with or without detachable / non-detachable warrants and / or warrants with a right exercisable by the warrant-holder to subscribe for equity shares and /or Foreign Currency Convertible Bonds (FCCBs) convertible into equity shares at the option of the Company or the holder(s) thereof, up to an aggregate principal amount of Rs.250,00,00,000 (Rupees Two Hundred Fifty Crores) or its equivalent in any other currency, (hereinafter referred to as "Securities") to be denominated in foreign currency or Indian rupees, as the case may be, which, at the option of the Company or the holders of the Securities may be surrendered for the purpose of cancellation against receipt of corresponding number of underlying equity shares of the Company, as the case may be, and such issue and allotment to be made in one or more tranche or tranches at such price (premium/discount) as may be determined in accordance with relevant guidelines, on such terms and conditions as may be decided and deemed appropriate by the Board at the time of issue or allotment, considering the prevailing market conditions and other relevant factors."

"RESOLVED FURTHER THAT without prejudice to the generality of the above and subject to all applicable laws, the aforesaid issue of Securities may have all or any terms or combination of terms as are provided in issue of securities of such nature internationally including terms relating to surrender of the Securities for the purposes of cancellation against receipt of the corresponding number of underlying equity shares and the Company be and is hereby authorized to enter into and execute all such arrangements/agreements as the case may be with any lead managers, managers, underwriters, advisors, guarantors, depositories, custodians and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies including the payment of commissions, brokerage, fees or the like, and also to seek the listing of such Securities in one or more stock exchanges outside India and the listing of equity Shares underlying the Securities in one or more stock exchanges in India."

"RESOLVED FURTHER THAT in the event of Issue of Securities by way of Global Depository Receipts and / or American Depository Receipts or FCCB, the relevant date on the basis of which price of the resultant Equity shares shall be determined as specified under applicable laws or regulations of the Appropriate Authorities, shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board decides to open the proposed issue of such Securities."

"RESOLVED FURTHER THAT in the event of Issue of Securities by way of a qualified institutional placement:

- (i) the relevant date on the basis of which price of the resultant shares shall be determined as specified under applicable law, shall be the date of the meeting in which the Board or the committee of directors duly authorized by the Board decides to open the proposed issue of Securities;
- (ii) the allotment of Securities shall be completed within 12 months from the date of this resolution approving the proposed issue or such other time as may be allowed by the SEBI Guidelines from time to time; and

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(iii) the Securities shall not be eligible to be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time by the SEBI Guidelines."

"RESOLVED FURTHER THAT, such of Share warrants or FCCBs as are not subscribed, may be disposed off by the Board in its absolute discretion in such a manner, as the Board may deem fit and as permissible by law."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to finalise and approve the offering circular / placement document for the proposed issue of the Securities and to authorise any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorised persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorised person, be required from time to time, and to arrange for the submission of the offering circular / placement document, and any amendments and supplements thereto, with any applicable stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required."

"RESOLVED FURTHER THAT the Securities issued in foreign markets shall be treated to have been issued abroad and / or in the international market and/ or at the place of issue of the Securities in the international market and may be governed by applicable foreign laws."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of equity shares as may be required to be issued and allotted for the issue of the Securities referred above or as may be necessary in accordance with the terms of the offering, all such equity shares being paripassu with the then existing equity shares of the Company in all respects."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do such acts, deeds and things as the Board in its absolute discretion deems necessary or desirable in connection with the issue of the Securities and to give effect to these resolutions, including, without limitation, the following:

- (i) sign, execute and issue all documents necessary in connection with the issue of the Securities, including listing applications to stock exchanges (whether in India or abroad) and various agreements, undertakings, deeds, declarations;
- (ii) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- (iii) giving or authorising the giving, by concerned persons, of such declarations, affidavits, certificates, consents and authorities as may be required from time to time; and
- (iv) settling any questions, difficulties or doubts that may arise in regard to any such issue or allotment of Securities as it may in its absolute discretion deem fit; and
- (v) enter into and execute arrangements / agreements with Lead Managers / Underwriters / Guarantors / Depository (ies) / Custodians / Payment & Collection Agents/ Advisors / Banks / Trustees and all such agencies as may be involved or concerned and to remunerate all such Lead Managers, Underwriters, and all other Advisors and Agencies by way of commission, brokerage, fees, expenses incurred in relation to the issue of Equity Shares or FCCBs and other expenses, if any or the like."

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"RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of Directors or Directors or any other officer or officers of the Company to give effect to these resolutions."

There being no other item of business the meeting ended with a vote of thanks to the Chair.


CHAIRMAN
07.10.2013

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