



April 18, 2011

Scrip Code No. 526015

Company Symbol: KEMROCK

To,
DCS-CRD Department
The Bombay Stock Exchange Ltd
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001

✓ To,
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, Plot No. C/1, G Block
Bandra-Kurla Complex, Bandra (E)
Mumbai - 400 051

Sub: Outcome of the Committee Meeting:-

Closing of Qualified Institutions Placement w.r.t., issue of 2500 12.5% Secured Redeemable Non-Convertible Debentures alongwith 12,50,000 Warrants to QIBs under Chapter VIII of SEBI (ICDR) Regulations, 2009

Dear Sir / Madam,

We wish to inform you that, in respect of the issue of the Securities of the Company to QIBs under Qualified Institutions Placement in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended, the "NCD Issue Committee" ("**Committee**"), duly authorized by the Board of Directors of the Company, has decided to **close the issue today (i.e., 18th April, 2011) with immediate effect.**

In this regard, details of the Securities proposed to be issued pursuant to the QIP and the relevant pricing details are as under:



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- a) 2500 12.5% Secured Redeemable Non-convertible Debentures (NCDs) of face value of Rs.3,00,000/- (Rupees Three Lakhs only) each, aggregating to Rs.75,00,00,000/- (Rupees Seventy Five Crores only); and
- b) 12,50,000 Warrants at a Warrant Issue Price of Rs.30.00 each, which entitles the holder thereof, upon payment of the Warrant Exercise Price of Rs.600/- per warrant, to exchange each warrant with one equity share of the Company at a later date not exceeding 48 months from the date of its allotment.

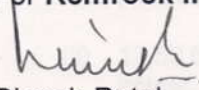
A certified copy of the resolution passed by the aforesaid Committee deciding to close the issue is enclosed herewith for your information and record.

Kindly take the above information on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For Kemrock Industries and Exports Limited


Dinesh Patel
[Company Secretary]



Encl.: a/a



CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE "NCD ISSUE COMMITTEE" OF THE BOARD OF DIRECTORS OF KEMROCK INDUSTRIES AND EXPORTS LIMITED AT ITS MEETING HELD ON 18th APRIL, 2011

"RESOLVED THAT, pursuant to the powers conferred on the **"NCD Issue Committee"** (**"Committee"**) in connection with the Offering (as defined hereinafter), by the board of directors of the Company (**"Board"**) in connection with the proposed placement of 2,500 12.5% Secured Redeemable Non-Convertible Debentures (**"NCDs"**) of the face value of Rs.3,00,000/- each, aggregating to Rs.75.00 Crores along with 12,50,000 Warrants (**"Warrants"**) at a Warrant Issue Price of Rs.30.00 each, which entitles the holder, upon payment of the Warrant Exercise Price, to one (1) Equity Share (**"Securities"**) to Qualified Institutional Buyers (QIBs) pursuant to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (**"Offering"**), as approved by the Board pursuant to a resolution passed at their meeting held on 07.05.2010, and by the shareholders of the Company, pursuant to a resolution dated 03.06.2010, under Section 81(1A) of the Companies Act, 1956, and the general powers conferred on the Committee pursuant to the resolution passed by the Board at its meeting held on 27.08.2010, and as opened pursuant to the resolution passed by the Committee at its meeting dated 15.04.2011 (**"Issue"**), the bid period in connection with the Offering be and is hereby declared as closed on the date of this resolution with immediate effect.

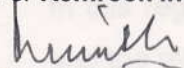
RESOLVED FURTHER THAT, in respect of the issue, the Company be and is hereby authorised to issue and allot the *following securities*, in terms of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, to successful bidders who are Qualified Institutional Buyers, in accordance with the terms and conditions of the preliminary placement document, the Offering Documents, the final placement document in connection with the Offering, and applicable statutory and or regulatory requirements i.e.,

- (i) 2500 12.5% Secured Redeemable Non-Convertible Debentures of the face value of Rs.3,00,000/- (*Rupees Three Lakhs only*) each, aggregating to Rs. 75,00,00,000/- (*Rupees Seventy Five Crores only*); and
- (ii) 12,50,000 Warrants at a Warrant Issue Price of Rs.30.00 each, which entitles the holder thereof, upon payment of the Warrant Exercise Price of Rs.600/- per warrant, to exchange each warrant with one equity share of the Company.

RESOLVED FURTHER THAT, the Placement Document and Confirmation of Allocation Note (**"CAN"**) tabled at the meeting and duly initialed by the Chairman of the meeting for identification purposes be and are hereby approved and adopted by the Company.

RESOLVED FURTHER THAT, Mr. Kalpesh Patel (*Chairman & Managing Director*), Mr. Kaushik Bhatt (*Director*), Mr. Mahendrakumar Patel (*Executive Director*) and Mr. Dinesh Patel (*Company Secretary*), be and are hereby severally authorised to do all such acts, deeds, matters and things, as may be required to give effect to the above resolution, including but not limited to intimating the above to the Bombay Stock Exchange Limited and the National Stock Exchange of India Limited, and filing of applications for seeking listing and trading permissions in respect of the aforesaid securities issued to the QIB's and making other statutory and/or regulatory filings, if any."

Certified True Copy
For Kemrock Industries and Exports Limited


Dinesh Patel
[Company Secretary]



Place: Asoj, Vadodara
Date: 18th April, 2011