# 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 :calall@kanoriachem.com
Website :www.kanoriachem.com

.KC-13/

5th September, 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
Rotunda Building
P J Towers
Dalal Street,
Mumbai- 400001

**Security Code : 506525**

Dear Sirs,

**54th Annual General Meeting of the Company held on 5th September, 2014**

We write to advise that all the resolutions placed at the 54th Annual General Meeting of the Company held on Friday, 5th September, 2014, in terms of the Notice dated 17th May, 2014, have been passed by the Members with the requisite majority.

We enclose in the prescribed format, as required under Clause 35A of the Listing Agreement, the details of the voting results in respect the aforesaid Resolutions.

Thanking you.

Yours sincerely,
For Kanoria Chemicals & Industries Limited

N K Sethia
Company Secretary

Encl : as above

## 54th Annual General Meeting (AGM) of Kanoria Chemicals & Industries Limited - details of voting results

| | |
|---|---|
| **Date of the AGM:** | 5th September, 2014 |
| **Total number of shareholders on record date:**<br>(being the cut-off date for determining shareholders entitled to e-voting - 18th July, 2014) | 11189 |
| **No. of Shareholders present in the meeting either in person or through proxy:**<br><br>Promoter and Promoter Group:<br>Public: | <br><br>5<br>28 |
| **No. of Shareholders attended the meeting through Video Conferencing:**<br><br>Promoter and Promoter Group:<br>Public: | N.A. |
| **Mode of Voting** | E-Voting |

**Agenda-wise**

ORDINARY BUSINESS

Item No.1 - Ordinary Resolution

**Adoption of Accounts for the financial year ended 31st March, 2014, the Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.**

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 32,519,024 | 30,555,899 | 93.96 | 30,555,899 | - | 100.00 | - |
| Public-institutional holders | 1,752,639 | - | - | - | - | - | - |
| Public-Others | 9,421,670 | 224,017 | 2.38 | 213,132 | 10,885 | 95.14 | 4.86 |
| **Total** | 43,693,333 | 30,779,916 | 70.45 | 30,769,031 | 10,885 | 99.96 | 0.04 |

Item No.2 - Ordinary Resolution

**Declaration of Dividend on Equity Shares**

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 32,519,024 | 30,555,899 | 93.96 | 30,555,899 | - | 100.00 | - |
| Public-Institutional holders | 1,752,639 | - | - | - | - | - | - |
| Public-Others | 9,421,670 | 224,117 | 2.38 | 213,232 | 10,885 | 95.14 | 4.86 |
| Total | 43,693,333 | 30,780,016 | 70.45 | 30,769,131 | 10,885 | 99.96 | 0.04 |

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Item No.3 - Ordinary Resolution

**Re-appointment of Auditors and fixing their remuneration**

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 32,519,024 | 30,555,899 | 93.96 | 30,555,899 | - | 100.00 | - |
| Public-institutional holders | 1,752,639 | - | - | - | - | - | - |
| Public-Others | 9,421,670 | 224,017 | 2.38 | 213,032 | 10,985 | 95.10 | 4.90 |
| Total | 43,693,333 | 30,779,916 | 70.45 | 30,768,931 | 10,985 | 99.96 | 0.04 |

SPECIAL BUSINESS

Item No.4 - Ordinary Resolution

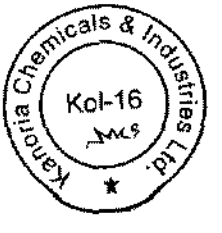
**Appointment of Shri A. Vellayan as an Independent Director**

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 32,519,024 | 30,555,899 | 93.96 | 30,555,899 | - | 100.00 | - |
| Public-institutional holders | 1,752,639 | - | - | - | - | - | - |
| Public-Others | 9,421,670 | 224,017 | 2.38 | 213,032 | 10,985 | 95.10 | 4.90 |
| Total | 43,693,333 | 30,779,916 | 70.45 | 30,768,931 | 10,985 | 99.96 | 0.04 |

Item No.5 - Ordinary Resolution

**Appointment of Prof S.L. Rao as an Independent Director**

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 32,519,024 | 30,555,899 | 93.96 | 30,555,899 | - | 100.00 | - |
| Public-Institutional holders | 1,752,639 | - | - | - | - | - | - |
| Public-Others | 9,421,670 | 224,017 | 2.38 | 212,662 | 11,355 | 94.93 | 5.07 |
| Total | 43,693,333 | 30,779,916 | 70.45 | 30,768,561 | 11,355 | 99.96 | 0.04 |



Item No.6 - Ordinary Resolution

**Appointment of Shri G. Parthasarathy as an Independent Director**

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 32,519,024 | 30,555,899 | 93.96 | 30,555,899 | - | 100.00 | - |
| Public-institutional holders | 1,752,639 | - | - | - | - | - | - |
| Public-Others | 9,421,670 | 224,017 | 2.38 | 213,032 | 10,985 | 95.10 | 4.90 |
| Total | 43,693,333 | 30,779,916 | 70.45 | 30,768,931 | 10,985 | 99.96 | 0.04 |

Item No.7 - Ordinary Resolution

**Appointment of Shri Amitav Kothari as an Independent Director**

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 32,519,024 | 30,555,899 | 93.96 | 30,555,899 | - | 100.00 | - |
| Public-institutional holders | 1,752,639 | - | - | - | - | - | - |
| Public-Others | 9,421,670 | 224,017 | 2.38 | 213,032 | 10,985 | 95.10 | 4.90 |
| Total | 43,693,333 | 30,779,916 | 70.45 | 30,768,931 | 10,985 | 99.96 | 0.04 |

Item No.8 - Ordinary Resolution

**Appointment of Shri H.K. Khatan as an Independent Director**

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 32,519,024 | 30,555,899 | 93.96 | 30,555,899 | - | 100.00 | - |
| Public-institutional holders | 1,752,639 | - | - | - | - | - | - |
| Public-Others | 9,421,670 | 223,967 | 2.38 | 212,512 | 11,455 | 94.89 | 5.11 |
| Total | 43,693,333 | 30,779,866 | 70.45 | 30,768,411 | 11,455 | 99.96 | 0.04 |

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Item No.9 - Ordinary Resolution

**Appointment of Shri Ravinder Nath as an Independent Director**

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 32,519,024 | 30,555,899 | 93.96 | 30,555,899 | - | 100.00 | - |
| Public-institutional holders | 1,752,639 | - | - | - | - | - | - |
| Public-Others | 9,421,670 | 224,017 | 2.38 | 213,032 | 10,985 | 95.10 | 4.90 |
| Total | 43,693,333 | 30,779,916 | 70.45 | 30,768,931 | 10,985 | 99.96 | 0.04 |

Item No.10 - Ordinary Resolution

**Not to fill 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**

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 32,519,024 | 30,555,899 | 93.96 | 30,555,899 | - | 100.00 | - |
| Public-institutional holders | 1,752,639 | - | - | - | - | - | - |
| Public-Others | 9,421,670 | 223,967 | 2.38 | 212,982 | 10,985 | 95.10 | 4.90 |
| Total | 43,693,333 | 30,779,866 | 70.45 | 30,768,881 | 10,985 | 99.96 | 0.04 |

Item No.11 - Special Resolution

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

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 32,519,024 | 30,555,899 | 93.96 | 30,555,899 | - | 100.00 | - |
| Public-institutional holders | 1,752,639 | - | - | - | - | - | - |
| Public-Others | 9,421,670 | 224,017 | 2.38 | 210,847 | 13,170 | 94.12 | 5.88 |
| Total | 43,693,333 | 30,779,916 | 70.45 | 30,766,746 | 13,170 | 99.96 | 0.04 |

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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 borrowing**

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 32,519,024 | 30,555,899 | 93.96 | 30,555,899 | - | 100.00 | - |
| Public-institutional holders | 1,752,639 | - | - | - | - | - | - |
| Public-Others | 9,421,670 | 223,967 | 2.38 | 212,982 | 10,985 | 95.10 | 4.90 |
| Total | 43,693,333 | 30,779,866 | 70.45 | 30,768,881 | 10,985 | 99.96 | 0.04 |

Item No.13 - Special Resolution

**Alteration of the Articles of Association**

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 32,519,024 | 30,555,899 | 93.96 | 30,555,899 | - | 100.00 | - |
| Public-institutional holders | 1,752,639 | - | - | - | - | - | - |
| Public-Others | 9,421,670 | 223,867 | 2.38 | 210,632 | 13,235 | 94.09 | 5.91 |
| Total | 43,693,333 | 30,779,766 | 70.44 | 30,766,531 | 13,235 | 99.96 | 0.04 |

Item No.14 - Ordinary Resolution

**Ratification of the remuneration of the Cost Auditors**

| Promoter/ Public | No. of shares held | No. of votes polled | % of Votes Polled on outstanding shares | No. of Votes - in favour | No. of Votes - against | % of Votes in favour on votes polled | % of Votes against on votes polled |
|---|---|---|---|---|---|---|---|
| | (1) | (2) | (3)=[(2)/(1)]*100 | (4) | (5) | (6)=[(4)/(2)]*100 | (7)=[(5)/(2)]*100 |
| Promoter and Promoter Group | 32,519,024 | 30,555,899 | 93.96 | 30,555,899 | - | 100.00 | - |
| Public-institutional holders | 1,752,639 | - | - | - | - | - | - |
| Public-Others | 9,421,670 | 223,947 | 2.38 | 210,012 | 13,935 | 93.78 | 6.22 |
| Total | 43,693,333 | 30,779,846 | 70.45 | 30,765,911 | 13,935 | 99.95 | 0.05 |

All the resolutions with respect to the agenda items were passed by requisite majority.The resolutions as approved by the Members of the Company, in terms of the Notice dated 17th May, 2014, will form part of the Minutes of the Annual General Meeting.

For KANORIA CHEMICALS & INDUSTRIES LTD.

(N.K. Sethia)
Company Secretary