

Ramsarup Industries Ltd.

Date: 27th December, 2012

To
Listing Department
National Stock Exchange of India Ltd. (NSE)
Exchange Plaza, Bandra Kurla Complex, Bandra (East)
Mumbai-400 051

Dear Sir,

In compliance of the Clause 31 of the Listing Agreement, we are enclosing herewith six copies of Annual Report and extract of 33rd Annual General Meeting of the Company for your kind perusal.

Thanking you,
Yours faithfully

For RAMARUP INDUSTRIES LIMITED
(Gajendra Kumar Singh)**COMPANY SECRETARY**

Encl : As Stated.

OFFICE:

7C, Kiran Shankar Roy Road, "Hastings Chambers", 2nd Floor, Room No.1.
Kolkata 700001

Phone: 4000 9100, 22421200, Fax: 91-33-2242 1888

Website : www.ramsarup.com

Ramsarup Industries Ltd.

EXTRACT of minutes of the proceedings for the 33rd Annual General Meeting of the Shareholders of the Company held at Kalakunj, 48, Shakespeare Sarani, Kolkata-700 017 on Monday, 24th December, 2012 at 10 A.M.

DIRECTORS PRESENT:

- | | |
|--------------------------------|--------------------------------|
| 1) Mr. Aashish Jhunjunwala | - Chairman & Managing Director |
| 2) Mr. Naveen Gupta | - Whole time Director & CFO |
| 3) Mr. Bimal Kumar Jhunjunwala | - Director |

IN ATTENDANCE:

Gajendra Kumar Singh	- Company Secretary
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MEMBERS PRESENT:**NUMBER**

[A] In Person - - -	171
[B] In Proxy - - -	6
[C] Representative of Body Corporate - - -	9

CHAIRMAN

Mr. Aashish Jhunjunwala took the chair of the Meeting.

The Chairman declared that 6 Valid proxies attended the meeting representing 36,905 Equity Shares of the Company.

The Chairman further declared that necessary quorum representing five members in person being present; the Meeting could proceed with the stipulated business.

The Chairman informed that the Register of Directors' Shareholding maintained under Section 307 of the Companies Act, 1956 and Register of Proxies are available for inspection by the Members present.

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The Chairman declared that with the consent of the members present, the Notice dated 1st December, 2012 convening the 33rd Annual General Meeting was taken as read with certain modification in the explanatory statement of item no. 4 where 4% Redeemable Cumulative Preference Shares of Rs.10/- each fully paid up on 24th September, 2004 and were due for redemption on or before **24th September, 2004** should be read as **24th September, 2012** and with the consent of the Preference Shareholders the tenure of redemption has been extended up to 23rd March, 2013.

Thereupon, the Chairman directed Mr. Gajendra Kumar Singh, Company Secretary of the Company to read out the Auditors' Report dated 5th November, 2012.

The Chairman briefly addressed the Meeting. The Chairman in his speech gave a quick update of the Company's present performance, future trend and corporate plan. Thereafter, the Meeting proceeded to transact its business.

Item No.1

CONSIDERATION AND ADOPTION OF AUDITED ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2012

Proposed By: Aroop Das (Client ID-IN30267932538105)

"RESOLVED that the Audited Balance Sheet as at 31st March, 2012 and the Profit & Loss Account of the Company for the year ended on that date together with Reports of the Auditors and that of the Directors as circulated amongst the Members and placed before the meeting be and are hereby approved and adopted."

The Chairman then invited the members for their comments. Several members participated in the discussion.

Seconded By: Goutam Nandy (Client ID-1203680000019356)

The Resolution was then put to vote and the Chairman declared that the Resolution was carried out unanimously.

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Item No.2

RE-APPOINTMENT OF DIRECTOR

Proposed By: Bharat Kumar Mehta (Client ID- IN30125028263989)

"RESOLVED that Mr. Aayush Lohia, who retires from office by rotation in accordance with Article 133 of the Articles of Association of the Company, being eligible, be and is hereby re-elected as a Director of the Company."

Seconded By: Mahesh Bubna (Client ID-IN30125028234349)

The Resolution was then put to vote and the Chairman declared that the Resolution was carried with Majority.

Item No.3

RE-APPOINTMENT OF THE AUDITOR

Proposed By: K.L. Mallik (Client ID-1202650100002667)

"RESOLVED THAT M/s P.K. Lihia & Co., Chartered Accountants having firm registration no. 307008E be and are hereby re-appointed as Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and the Board of Directors be and are hereby authorised to determine the remuneration payable to the Company's Auditors in consultation with them."

Seconded By: Mahesh Bubna (Client ID-IN30125028234349)

The Resolution was then put to vote and the Chairman declared that the Resolution was carried with Majority.

Item No.4

EXTENSION OF PERIOD OF REDEMPTION OF PREFERENCE SHARES

Proposed By: Mahesh Bubna (Client ID-IN30125028234349)

"RESOLVED THAT in accordance with the provisions of Sections 80 and all other applicable provisions if any, of the Companies Act, 1956 read with all enabling provisions of the Articles of

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Handwritten signature and stamp in the bottom right corner.

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Association of the Company and all other applicable law, rules, regulations, guidelines, clarifications and approvals issued by any statutory body or regulatory authority and subject to such approvals/consents/permissions/ sanctions as may be required in accordance with applicable law, rules, regulations and guidelines and subject to approval of the Preference Shareholders and agreed to by the Board of Directors of the Company (the 'Board' which term shall include any Committee which the Board of Directors may have constituted or may hereafter constitute for the time being for exercising the powers conferred on the Board of Director by this Resolution) consent of the member be and is hereby accorded to the Board to extend the period of redemption of the Preference Shares falling/fallen due, for such period as may be agreed by the Preference Shareholders."

"RESOLVED FURTHER THAT the Preference Shares shall be redeemable on the expiry of the term as may be decided by the Board in this respect."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorize to take all actions and do all act, deeds, matters and things as it may, in its absolute discretion, deem necessary, proper, desirable or expedient and to resolve and settle all questions, difficulties or doubts that may arise in this regard as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

EXPLANATORY STATEMENT

Item No. 4:

The Company had issued 13,00,000, 5% Redeemable Cumulative Preference Shares of Rs.10/- each fully paid up on 31st March, 2003 which is due for redemption on or before 31st March, 2013 and 31,60,000, 4% Redeemable Cumulative Preference Shares of Rs.10/- each fully paid up on 24th September, 2004 which were due for redemption on or before 24th September, 2012 which has further been extended with the consent Preference Shareholders up to 23rd March, 2013. The financial condition of the Company is not healthy resulting into postponement of the redemption of Preference Shares, which requires huge amount for redemption.

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Considering the present market scenario, the Company seeks the consent of the Members for authorizing the Board of Directors of the Company to extend the period of redemption of preference shares for such period as may be agreed between the Board and Preference shareholders in the best interest of the Company.

The Special Resolution is proposed pursuant to the provisions of Sections 80 of the Companies Act, 1956.

None of the Directors except Mr. Aashish Jhunjunwala is concerned or interested in the Resolution.

The Board of Directors accordingly recommends the passing of this resolution as a Special Resolution as set out in the Notice

Seconded By: Aroop Das (Client ID-IN30267932538105)

The Resolution was then put to vote and the Chairman declared that the Resolution was carried with Majority.

VOTE OF THANKS

There being no other specific business to transact, the meeting was concluded with a vote of thanks to the chair

CHAIRMAN

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