

MINUTE BOOK

Minutes of the proceedings of the One Hundred Seventeenth Annual General Meeting of the Shareholders of the Company held at 'Indian Chamber of Commerce, Auditorium', 4, India Exchange Place, 10<sup>th</sup> floor, Kolkata - 700 001 on Monday, the 12<sup>th</sup> August, 2013 at 3.00 p.m.

**DIRECTORS** : Sri Keshari Chand Mohta

**PRESENT** : Sri Surendra Bagri

Sri Ajit Khandelwal

Sri Aniket Agarwal

**CHAIRMAN** : In absence of the chairman and in terms of Article 70 of the Articles of Association of the Company, Sri K. C. Mohta took the Chair being proposed by Sri S. Talukdar and seconded by Sri J. K. Bihani.

**IN PERSON** : As per attendance slips 392 persons attended.

**PROXIES** : Total proxies received were for 10,00,032 Ordinary Shares from 17 Shareholders.

**QUORUM** : The Chairman declared the meeting duly constituted as the quorum of Members were present.

**REGISTER OF DIRECTORS' SHAREHOLDING** : The Chairman then informed the meeting that the Register of Directors' Shareholding now placed on the table, is kept open to the inspection of the Shareholders and would remain so open as required under law.

**NOTICE** : The Notice convening the meeting as circulated amongst the Shareholders and also published in the Business Standard and Newz Bangla on 16<sup>th</sup> July, 2013 were taken as read.

**DIRECTORS, REPORT AND AUDITED ACCOUNTS** : The Chairman then asked the Secretary to read the Report of the Auditors on the accounts for the year ended 31<sup>st</sup> March, 2013. The Secretary then read the Auditors Report. With the permission of the Shareholders, the accounts of the Company for the aforesaid year and the Report of the Directors were taken as read.

The Chairman then put the following resolution before the Shareholders:

Resolution No. 1

Resolved that Directors' Report for the year ended 31<sup>st</sup> March, 2013 and the Accounts of the Company for the aforesaid year as audited and certified by the Company's Auditors and showing its state of affairs as on that date be and are hereby approved and adopted.

Proposed by - Mr. P. K. Jain  
and Seconded by - Mr. J. K. Bihani

He then requested the Shareholders to express their views, relating to the accounts and the report of the Company. After clarification and explanation to the questions raised by the Shareholders, the above resolution was passed.

Carried Unanimously

CHAIRMAN'S  
INITIAL

*[Signature]*

The Chairman then put the following resolution before the Shareholders for their approval:-

**DIVIDEND :****Resolution No. 2**

**RESOLVED** that Dividend, absorbing ₹ 77,66,350/- on 38,83,175 Ordinary Shares of ₹ 10/- each at the rate of ₹ 2/- per share as recommended by the Directors be and is hereby declared and the same be paid to the registered holders of such shares or to their mandate, if any, whose names appear in the Company's Register of Members on 6<sup>th</sup> August, 2013.

Proposed by - Mr. S. Talukdar  
and Seconded by - Mr. S. N. Ghosh

Carried Unanimously

**DIRECTORATE :****Resolution No. 3 (a)**

**RESOLVED** that Sri Surendra Bagri, who retires by rotation at this meeting, be and is hereby re-appointed as Director of the Company.

Proposed by - Mr. V. Sukhani  
and Seconded by - Mr. K. Bose

Carried Unanimously

**Resolution No. 3 (b)**

**RESOLVED** that Sri Aniket Agarwal, who retires by rotation at this meeting, be and is hereby re-appointed as Director of the Company.

Proposed by - Mr. G. K. Daga  
and Seconded by - Mr. J. K. Bihani

Carried Unanimously

**AUDITORS :****Resolution No. 4 (a)**

**RESOLVED** that Messrs Dutta Ghosh & Associates, Chartered Accountants, Kolkata, be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration and the mode of payment.

Proposed by - Mr. V. Sukhani  
and Seconded by - Mr. P. K. Jain

Carried Unanimously

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**Resolution No. 4 (b)**

**RESOLVED** that Messrs Singhi & Co., Chartered Accountants, Chennai be and are hereby re-appointed as Branch Auditors of the Company to audit the accounts of the Company relating to its Phytochemicals Division for the year ending on 31st March, 2014 and to hold such office till the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration and the mode of payment.

Proposed by - Mr. S. Talukdar  
and Seconded by - Mr. K. Bose

Carried Unanimously


**Resolution No. 4 (c)**

**RESOLVED** that Messrs Srikanth & Shanthi Associates, Chartered Accountants, Chennai, be and are hereby re-appointed as Branch Auditors of the Company to audit the Accounts of the Company relating to its Southern Synthetics Division and Claro India Division for the year ending on 31st March, 2014 and to hold such office till the conclusion of the next Annual General Meeting of the Company and that the Board of Directors of the Company be and is hereby authorised to fix their remuneration and the mode of payment.

Proposed by - Mr. S. N. Ghosh  
and Seconded by - Mr. G. K. Daga

Carried Unanimously

With a vote of thanks to the Chair the meeting terminated.

  
**CHAIRMAN** 4/9/2013.

CHAIRMAN'S  
INITIAL