

MINUTES OF THE 24<sup>TH</sup> ANNUAL GENERAL MEETING OF HIMADRI CHEMICALS & INDUSTRIES LIMITED HELD AT "KALA MANDIR " 48, SHAKESPEARE SARANI, KOLKATA- 700 017 ON SATURDAY THE 29<sup>TH</sup> SEPTEMBER 2012 AT 10.00 AM

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PRESENT

Sl. No.	Name	Designation
1.	Mr. Bankey Lal Choudhary	Managing Director
2.	Mr. Shyam Sundar Choudhary	Director
3.	Mr. B. P. Dhanuka	Chairman Audit Committee
4.	Mr. Basudeb Sen	Director

IN ATTENDANCE

Sl. No.	Name	Designation
1.	Shri. Anurag Choudhary	CEO
2.	Shri. B.K. Newatia	Statutory Auditor
3.	Shri Vijay Bhatt	Joint Auditor
4.	Mr. B.L. Sharma	Company Secretary

Two Hundred Sixty Eight (268) members present in person. Fourteen (14) members were present through valid Proxies representing 80,50,262 equity shares.

CHAIRMAN

Mr. Bankey Lal Choudhary, the Managing Director was unanimously elected as Chairman of the meeting. While welcoming the members, the Chairman appraised the members with a brief account of the Company's progress during the year.



## QUORUM

The Chairman observed that requisite quorum was present, he called the meeting to order.

## NOTICE

With the consent of the members present, the notice convening the meeting was taken as read.

## REGISTER OF DIRECTORS' SHAREHOLDING

The Chairman informed the meeting that the Register of Directors' Shareholding is available for inspection by any member during the continuance of the meeting.

## AUDITORS' REPORT

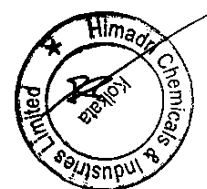
The Auditors' Report to the members of the Company on the Accounts for the year ended 31<sup>st</sup> March 2012, was read by Mr. B. K. Newatia, the Auditors of the Company.

### 1. APPROVAL OF ACCOUNTS

The Audited Accounts for the year ended 31<sup>st</sup> March, 2012 and the Directors' Report having been circulated among the members, along with the notice, were taken as read with the consent of the members present. Thereafter, the Chairman proposed and Sri. S. N. Pal (Folio/ DP-ID 12034500: CL-ID: 000021620) seconded the following as an **Ordinary Resolution** for the adoption of the Audited Accounts for the year ended 31<sup>st</sup> March, 2012:

**"RESOLVED** that the Audited Balance Sheet of the Company as at 31<sup>st</sup> March, 2012 and the Statement of Profit & Loss for the year ended on that date together with the reports of the Auditors' and Directors' thereon, be and are hereby considered, approved and adopted."

Before putting the resolution to vote, the Chairman invited members to express their views and comments if any, on the Audited Accounts of the Company and the Reports of the Board of Directors and Auditors thereon. The members appreciated the performance of the Company, asked several questions, and commented on the performance of the Company.



Several members, expressed their views and comments and asked questions of which were suitably replied by the CEO, upon request made by the Chairman. The CEO further, briefly narrated the future plans and prospects of the Company which was highly appreciated by the members. Thereafter, the Chairman put the resolution to vote by show of hands.

On being put to vote by show of hands, the resolution was carried unanimously.

## 2. DECLARATION OF DIVIDEND

Proposed by Mr. Naresh Kumar Shah (Folio No: S015268) and Seconded by Mr. Dinesh Prasad Verma (Folio No: IN300360 CL ID: 21574576) that the following resolution be adopted as an **Ordinary Resolution**:

“RESOLVED that a dividend @ of Rs.0.10 per equity share (being 10%) as recommended by the Board of Directors, be and is hereby declared to be paid out of the current profits of the Company for the year ended March 31, 2012 on paid up share capital consisting of 38,57,32,570 equity shares of Re.1/- each, as on book closure date and that the above dividend be paid (in respect of shares held in physical form) to those shareholders whose names appear on the Register of Members as on 29<sup>th</sup> September 2012, and (in respect of shares held in dematerialized form) to those beneficial owners, whose names appear in the BENPOSE list furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited for this purpose.”

On being put to vote by show of hands, the resolution was carried unanimously.

## 3. RE-APPOINTMENT OF DIRECTOR RETIRE BY ROTATION

Proposed by Mr. Dinesh Prasad Verma (Folio No: IN300360 CL ID: 21574576) and seconded by Mr. Naresh Kumar Shah (Folio No: S015268) that the following resolution be adopted as an **Ordinary Resolution**:

“RESOLVED that Mr. Shyam Sundar Choudhary, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-elected as Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.”

On being put to vote by show of hands, the resolution was carried unanimously.



#### 4. RE-APPOINTMENT OF DIRECTOR RETIRE BY ROTATION

**Proposed** by Mr. Naresh Kumar Shah (Folio No: S015268) and **seconded** by Mr. Dinesh Prasad Verma (Folio No: IN300360 CL ID: 21574576) that the following resolution be adopted as an **Ordinary Resolution**:

“RESOLVED that Mr. Damodar Prasad Choudhary, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-elected as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

**On being put to vote by show of hands, the resolution was carried unanimously.**

#### 5. RE-APPOINTMENT OF DIRECTOR RETIRE BY ROTATION

**Proposed** by Mr. Vikash Patodia, authorized representative of Himadri Industries Limited (Folio No.: CL ID IN302902 CL ID 45358499) and **seconded** by Mr. Naresh Kumar Shah (Folio No: S015268) that the following resolution be adopted as an **Ordinary Resolution**:

“RESOLVED that Mr. Bhagwati Prasad Dhanuka, who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-elected as Director of the Company whose period of office shall be liable to determination by retirement of Directors by rotation.”

**On being put to vote by show of hands, the resolution was carried unanimously.**

#### 6. APPOINTMENT OF JOINT AUDITORS

**Proposed** by Mr. Vikash Patodia, authorized representative of Himadri Industries Limited (Folio No.: CL ID IN302902 CL ID 45358499) and **seconded** by Mr. Dinesh Prasad Verma (Folio No: IN300360 CL ID: 21574576) that the following resolution be adopted as an **Ordinary Resolution**:

“RESOLVED that M/s S. Jaykishan, Chartered Accountants (FRN: 309005E) and M/S B S R & Co, Chartered Accountants (FRN:101248W) be and are hereby appointed as the **Joint Statutory Auditors** of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting, on such remuneration as shall be fixed by the Board of Directors.”

**On being put to vote by show of hands, the resolution was carried unanimously.**



## 7. APPOINTMENT OF DIRECTOR

**Proposed** by Mr. Swapan Bhadra (Folio No.: CL ID IN302951 CL ID 20039819) and **seconded** by Mr. Naresh Kumar Shah (Folio No: S015268) that the following resolution be adopted as an **Ordinary Resolution**:

“RESOLVED that Mr. Krishnava Dutt, whose period of office shall be determined by retirement of Directors by rotation, be and is hereby appointed as a Director of the Company.”

On being put to vote by show of hands, the resolution was carried unanimously.

## 8. APPOINTMENT OF DIRECTOR

**Proposed** by Mr. Dinesh Prasad Verma (Folio No: IN300360 CL ID: 21574576) and **seconded** by Mr. Naresh Kumar Shah (Folio No: S015268) that the following resolution be adopted as an **Ordinary Resolution**:

“RESOLVED that Mr. Hardip Singh Mann, whose period of office shall be determined by retirement of Directors by rotation, be and is hereby appointed as a Director of the Company.”

On being put to vote by show of hands, the resolution was carried unanimously.

## 9. RE-APPOINTMENT OF MR. VIJAY KUMAR CHOUDHARY - AS WHOLE TIME DIRECTOR

**Proposed** by Mr. Naresh Kumar Shah (Folio No: S015268) and **seconded** by Mr. Dinesh Prasad Verma (Folio No: IN300360 CL ID: 21574576) that the following resolution be adopted as an **Ordinary Resolution**:

“RESOLVED that in accordance with the provisions of Section 198, 269, 309, 310, 311, 314 read with Schedule XIII and all other applicable provisions, if any of the Companies Act, 1956 or any statutory modification(s) or re-enactments thereof and subject to such approvals/ consents, if any, approval of the Company be and is hereby accorded to the re-appointment of Mr. Vijay Kumar Choudhary, as Whole-time Director of the Company for a further period of 5 (five) years with effect from 1st April, 2012 on the terms, conditions including remuneration and perquisites as set out in the explanatory statement annexed to the Notice convening this meeting, with



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liberty to the Board of Directors (hereinafter referred to as "the Board", which term shall deemed to be included any committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the terms and conditions and / or remuneration, subject to the same not exceeding the limits specified under Schedule XIII to the Companies Act, 1956 or any statutory modification(s) or re-enactments thereof."

**RESOLVED FURTHER** that the Board be and is hereby authorized to take all such steps as may be deemed necessary, proper or expedient to give effect to this resolution."

**On being put to vote by show of hands, the resolution was carried unanimously.**

#### **VOTE OF THANKS**

There was no other business to be transacted, the meeting concluded with a vote of thanks to the Chair.

**Place: Kolkata**  
**Date: 4<sup>th</sup> October 2012**



*B. Choudhary*  
**CHAIRMAN**