

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 65th Annual General Meeting of the Company will be held at Kala Mandir, 48 Shakespeare Sarani, Kolkata – 700 017 on Tuesday, the 17th day of July, 2012 at 10.30 am to transact the following business:-

ORDINARY BUSINESS

1. To consider and adopt the Profit and Loss Account for the year ended 31 March, 2012 and the Balance Sheet as at that date together with the Reports of the Directors and the Auditors thereon.
2. To declare a dividend.
3. To appoint a Director in place of Mr Bhaskar Mitter who retires by rotation and, being eligible, offers himself for reappointment.
4. To appoint a Director in place of Mr Vijay Aggarwal who retires by rotation and, being eligible, offers himself for reappointment.
5. To appoint a Director in place of Mr R G Kapadia who retires by rotation and, being eligible, offers himself for reappointment.
6. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT Messrs S R B C & CO., Chartered Accountants, be and are hereby appointed 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 at a remuneration to be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS

7. To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT, pursuant to the provisions of Section 198, 269, 309 and other applicable provisions, if any, of the Companies Act, 1956, Mr T V Ramanathan be and is hereby reappointed as the Managing Director and Chief Executive Officer of the Company for a period of one year with effect from 1st May, 2012 upto 30th April, 2013 on such remuneration and terms and conditions of service as detailed in the Explanatory Statement under Section 173(2) of the Companies Act, 1956 annexed to the Notice convening the Meeting.”

Registered Office:
Exide House
59E, Chowringhee Road
Kolkata 700 020

By Order of the Board

Company Secretary and
Vice President - Legal &
Administration

Dated: 30th April, 2012

NOTES

- a. **A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a Member. The instrument appointing a proxy must be deposited at the Company's Registered Office not less than 48 hours before the time for holding of the Meeting.**
- b. The Register of Members and Share Transfer Books of the Company will remain closed from 10th July, 2012 to 17th July, 2012, both days inclusive. Dividend, if declared at the Meeting, will be payable to those members holding equity shares in physical form whose names appear in the Company's Register of Members on 17th July, 2012 or to their mandatees. Dividend, if any, in respect of equity shares held in electronic form will be payable to the beneficial owners of shares as

on 10th July, 2012 as per the details furnished to the Company by both NSDL and CDSL.

- c. Information relating to the Directors proposed to be appointed and those retiring by rotation and seeking reappointment at this Meeting, as required under Clause 49(G)(i) of the Listing Agreement with the Stock Exchanges, is annexed to this Notice.
- d. Pursuant to Section 205A of the Companies Act, 1956, Dividend for the financial year ended 31st March, 2005 which remains unpaid or unclaimed, will be due for transfer to the Investors Education and Protection Fund of the Central Government in September 2012. Members who have not encashed their dividend warrant(s) for the financial year ended 31st March, 2005 and onwards, are requested to claim the amount forthwith from the Company.

- e. Members holding shares in physical form are requested to notify/send the following to the Company or its Registrars to facilitate better service:-
 - i. Any change in their address/bank details;
 - ii. Particulars of their bank account, in case the same have not been sent earlier; and
 - iii. Share Certificate(s), held in multiple accounts in identical names or joint accounts in the same order of names for consolidation of such shareholdings into one account.
- f. Members holding shares in electronic form are advised that address/bank details as furnished to the Company by the respective depositories, viz., NSDL and CDSL, will be considered for payment of dividend through ECS.
- g. **To support the Green Initiative in corporate governance Members are requested to provide their email addresses for receiving various documents including Annual Reports from the Company. An email may be sent to the Company's Registrar and Share Transfer Agents at investor@cbmsl.com mentioning the Company's name and the Members Folio No./DPID & Client ID.**

Special Notice of Resolution under Section 190 of the Companies Act, 1956 for appointment of Auditor Messrs S R Batliboi & Co., Chartered Accountants, the Auditors retire at the conclusion of the ensuing Annual General Meeting and have expressed their unwillingness to be reappointed for a further term. The Company has received a Notice from a shareholder pursuant to Section 225, read with Section 190, of the Companies Act, 1956 proposing a resolution for approval of the members at the Annual General Meeting to be held on 17th July, 2012 for appointment of Messrs S R B C & Co., Chartered Accountants, a network firm of Messrs S R Batliboi & Co., as the Auditors of the Company. The subject Resolution is appearing as item no. 6 of the Notice convening the Annual General Meeting. A copy of the said Notice has been forwarded to the retiring Auditors as prescribed under Section 225 of the Companies Act, 1956. Messrs S R B C & Co., Chartered Accountants have also given their consent to act as Auditors, if appointed, and confirmed that the appointment, if made, would be in compliance with Section 224 (1B) of the Companies Act, 1956. Your Directors recommend that the resolution for appointment of Messrs S R B C & Co., Chartered Accountants as Auditors of the Company be approved by the Members.

None of the Directors are interested in or concerned with the said resolution.

Explanatory Statement [Pursuant to Section 173(2) of the Companies Act, 1956]

Item No.7

The present term of appointment of Mr T V Ramanathan ("Mr Ramanathan") as Managing Director & Chief Executive Officer expired on 30th April, 2012. The Board of Directors of the Company at its meeting held on 30th April, 2012 re-appointed Mr Ramanathan as the Managing Director and Chief Executive Officer of the Company for a further period of one year with effect from 1st May, 2012, subject to the approval of the members in General Meeting.

The remuneration payable to and the terms and conditions of service of Mr Ramanathan as Managing Director & Chief Executive Officer with effect from 1st May, 2012 are set out below:-

Salary	₹ 6,95,000 per month.
Commission	Commission of 1% of the net profits of the Company computed in the manner laid down in Section 309 (5) of the Companies Act, 1956, subject to a maximum of annual salary for each year, based on certain performance criteria to be laid down by the Remuneration Committee of the Board of Directors and payable annually after the Annual Accounts have been approved by the Board of Directors and Members of the Company.
Performance Bonus	Subject to a maximum amount equivalent to the annual salary based on certain performance criteria to be laid down by the Remuneration Committee of the Board of Directors.
Duties	Subject to the superintendence, control and direction of the Board, he shall have the responsibility of overall management of the business of the Company and for that purpose shall have the power to do all such acts, deeds and things as may be required on behalf of the Company or delegated to him by the Board/Chairman.
Period	For a period of one year with effect from 1st May, 2012 to 30th April, 2013.

Other terms and conditions:

<p>Perquisites</p>	<p>In addition to the above salary, commission and performance bonus the Managing Director & Chief Executive Officer shall be entitled to perquisites like furnished accommodation with expenditure on gas, electricity, water, maintenance and repair thereof or House Rent Allowance with expenditure on gas, electricity, water and furnishings, leave travel allowance for self and family, medical expenses and medical insurance for self and family, fees of clubs, personal accident and life insurance benefits and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board of Directors.</p> <p>Company's contribution to Provident Fund and Pension Fund not exceeding 27% of salary or such percentage limit as may be prescribed by Income Tax legislation, Gratuity payable at a rate not exceeding half a month's salary for each completed year of service, and leave including encashment of leave at the end of the tenure, as per Company's policy.</p> <p>The overall amount of perquisites shall not exceed an amount equal to the annual salary.</p> <p>Provision for use of Company's cars and telephones at residence (including payment only for local and long distance calls) shall not be included in the computation of perquisites. In computing the monetary ceiling on perquisites, Company's contribution to Provident Fund, Pension Fund and Gratuity shall not be taken into account.</p> <p>Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in the absence of any such rule perquisites shall be evaluated at actual costs.</p>
<p>Minimum Remuneration</p>	<p>In the absence of or inadequacy of profits in any of the financial years of the Company during the tenure he shall be entitled to such remuneration by way of salary along with perquisites, benefits and other allowances as mentioned above not exceeding such sum as may be prescribed under Schedule XIII of the Companies Act, 1956 from time to time.</p>
<p>General</p>	<p>In addition to the above, the contract of appointment shall set out the usual rights and obligations of the parties.</p>
<p>Termination</p>	<p>The appointment of the Managing Director & Chief Executive Officer is terminable by either party by giving three months prior notice to the other.</p>

The Board considers the aforesaid re-appointment of Mr Ramanathan on the terms set out above to be in the interest of the Company and recommends that the resolution be adopted by the members. Except Mr T V Ramanathan, no other Director is concerned with or interested in the aforesaid resolution.

Registered Office:
Exide House
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Kolkata 700 020

Dated: 30th April, 2012

By Order of the Board

Company Secretary and
Vice President - Legal &
Administration