

MAWANA SUGARS LIMITED

MINUTES OF THE 49TH ANNUAL GENERAL MEETING HELD ON 19.12.2012

The 49th Annual General Meeting of the Company was held on 19.12.2012 at 10.30 A.M. at FICCI Auditorium, Federation House, Tansen Marg, New Delhi – 110001.

List of members present in person/by proxy is annexed.

Mr. Siddharth Shriram, Chairman of the Board of Directors presided over the meeting.

On assessing the quorum, the Chairman called the meeting to order.

With the permission of the meeting, the notice of the meeting was taken as read.

1. The following resolution was proposed by the Chairman as an Ordinary Resolution:

Resolved that the Balance Sheet of the Company as at 30th September, 2012 (18 months), the Profit and Loss Account and Cash Flow Statement for the financial period ended on that date together with the Consolidated Balance Sheet of the Company and its subsidiaries as at 30th September, 2012, the Consolidated Profit & Loss Account and Cash Flow Statement for the financial period ended on that date, audited by M/s A.F. Ferguson & Co., Chartered Accountants, together with the Report of Board of Directors and Auditors' thereon be and are hereby approved and adopted.

Mr. Naveen Jain read the Auditors' Report.

Thereafter, the Chairman replied to the various points/ questions raised by some of the shareholders present at the meeting during the discussions on the resolution.

The resolution was seconded by Mr. Ravi Shankar Kapoor

The resolution was then put to vote and passed unanimously.

2. Mr. M.L. Wadhwa proposed and Mr. Madan Mohan seconded the following resolution as an Ordinary Resolution:

Resolved that Mr. Ravi Vira Gupta, a Director retiring by rotation be and is hereby re-appointed as a Director of the Company.

The resolution was then put to vote and passed unanimously.

3. Mr. N.C. Aggarwal proposed and Mr. S. N. Vohra seconded the following resolution as an Ordinary Resolution:

Resolved that Mr. N.K. Goila, a Director retiring by rotation be and is hereby re-appointed as a Director of the Company.

The resolution was then put to vote and passed unanimously.

4. Mr. Chander Mohan proposed and Mr. Prem Chachra seconded the following resolution as an Ordinary Resolution:

Resolved that pursuant to Section 224 of the Companies Act, 1956, M/s A.F. Ferguson & Co., Chartered Accountants, having ICAI Registration Number 112066W the retiring Auditors of the Company be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company and the Board of Directors be and is hereby authorised to fix their remuneration.

The resolution was then put to vote and passed unanimously.

5. Mr. Sanjay Kathpal proposed and Mr. Madan Mohan seconded the following resolution as a Special Resolution:

Resolved that pursuant to the provisions of Sections 198, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any amendment or modification thereof and subject to such other approvals and sanctions as may be necessary in this regard, consent of the Company be and is hereby accorded for the ratification/approval of the following remuneration paid/to be paid to Mr. Sunil Kakria, Managing Director of the Company during the period from 1.7.2011 to 7.1.2013:

1. Basic Salary : Rs.5,67,621/- per month
2. Special Allowance : Rs.3,92,878/- per month
3. Housing : House Rent allowance of Rs.1,00,000/- per month.
4. Medical Reimbursement : Expenses incurred for self and family upto Rs.27,000/- p.m. as per the rules of the Company.
5. Contribution to P.F. etc. : Contribution to Provident Fund and Superannuation Fund as per the rules of the Company.

6. Gratuity : As per the rules of the Company.
7. Encashment of Leave : Encashment of leave as per the rules of the company.
8. Leave Travel Allowance : Rs.77,500/- p.m. as per the rules of the Company.
9. Use of Car : The Company shall provide a Company leased Honda CR-V(2.4AT) Car upto a lease value of Rs.69,543/- per month. If the incumbent goes in for a higher model Car, the difference between the lease value of Honda CR-V Car and the higher model Car shall be adjusted against the Special Allowance.
10. Telephone : Actual expenses for one telephone at residence and Mobile phone shall be borne by the Company. However, all the long distance personal calls shall be paid by the Managing Director.
11. Performance Incentive Based : Performance Based Incentive varying from 0 (zero) to Rs.1,00,00,000/- (Rupees One Crore only) per annum payable to Managing Director based on the achievement of such performance parameters as may be laid down by the Board of Directors or any Committee thereof.

The resolution was then put to vote and passed unanimously.

6. Mr. D.D. Sardana proposed and Mr. Ajay Khurana seconded the following resolution as a Special Resolution:

Resolved that pursuant to the provisions of Sections 198, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any amendment or modification thereof and subject to such other approvals and sanctions as may be necessary in this regard, consent of the Company be and is hereby accorded for the ratification/approval of the following remuneration paid to Mr. A.K. Mehra, Whole Time Director of the Company during the previous period from 1.7.2011 to 14.10.2012:

1. Basic Salary : Rs.2,91,015/- per month
2. Special Allowance : Rs.3,47,682/- per month

3. Housing : House Rent allowance of Rs.40,000/- per month.
4. Medical Reimbursement : Expenses incurred for self and family upto Rs.3000/- per month as per rules of the Company.
5. Contribution to P.F. etc. : Contribution to Provident Fund and Superannuation Fund as per the rules of the Company.
6. Gratuity : As per the rules of the Company.
7. Encashment of Leave : Encashment of leave as per the rules of the company.
8. Use of Car : The expenses on running shall be paid on actuals and expenses for maintenance shall not exceed Rs.5000/- p.m. or Rs.60,000/- per annum.
9. Telephone : Actual expenses for telephones at residence and Mobile phone shall be borne by the Company. However, all the long distance personal calls shall be paid by the Whole Time Director.
10. Performance Incentive Based : Performance Based Incentive varying from 0 (zero) to Rs.15,00,000/- (Rupees Fifteen lacs only) per annum payable to Whole Time Director based on the achievement of such performance parameters as may be laid down by the Board of Directors or any Committee thereof.

The resolution was then put to vote and passed unanimously.

7. Ms. Suman Kapoor proposed and Ms. Urmila Jain seconded the following resolution as a Special Resolution:

Resolved that pursuant to the provisions of Sections 198, 269, 309, 310 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any amendment or modification thereof and subject to the approval of Central Government and such other approvals and sanctions as may be necessary in this regard, consent of the Company be and is hereby accorded to the re-appointment of Mr. Siddharth Shriram, Managing Director of the Company for a period of 5 years and payment of the remuneration for a period of 3 years w.e.f. 15.10.2012 as under:

1. Basic Salary : Rs.3,00,000/- per month.
2. Provident Fund : As per the rules of the Company.

3. Gratuity : As per the rules of the Company.
4. Superannuation : As per the rules of the Company.
5. Medical Reimbursement : Rs.37,500/- per month incurred for self and family as per the rules of the Company.
6. House Rent Allowance : Rs.1,00,000/- per month.
7. Leave Travel Allowance : Rs.25,000/- per month as per the rules of the Company.

Other Benefits:

1. Commission : 1% of net profits of the Company per annum, calculated in accordance with Section 349 & 350 of the Companies Act, 1956.
2. Club Fee : Membership fee of two clubs subject to a maximum of Rs.3500/- p.m. Entry Fee and monthly subscription to be borne by the company.
3. Personal Accident Insurance : Premium not exceeding Rs. 10,000/- per annum.
4. Telephone : Actual expenses for telephones at residence and mobile phone. All personal long distance calls is borne by the employee.
5. Gas/Electricity/Water : On actual, subject to a maximum of Rs. 40,000/- per month.
6. Facility of Company car : All the running and maintenance expenses including drivers' salary shall be borne by the Company subject to a maximum of Rs. 25,000/- per month. A sum of Rs. 1000/- per month will be recovered from Mr. Siddharth Shriram for personal use of car.
7. Entertainment expenses : Reimbursement of actual entertainment expenses incurred for the business purposes.
8. Leave Encashment : Leave and Leave encashment as per leave rules of the company.

The resolution was then put to vote and passed unanimously.

8. Ms. Krishna Wadhwa proposed and Ms.Urmila Jain seconded the following resolution as a Special Resolution:

Resolved that pursuant to the provisions of Sections 198, 269, 309 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 or any amendment or modification thereof and subject to such other approvals and sanctions as may be necessary in this regard, consent of the Company be and is hereby accorded to the re-appointment of Mr. A.K. Mehra, Whole Time Director of the Company for a period of 5 years and payment of the remuneration for a period of 3 years w.e.f. 15.10.2012 as under:

1. Basic Salary : Rs.3,40,000/- per month.
2. Provident Fund : As per the rules of the Company.
3. Gratuity : As per the rules of the Company.
4. Superannuation Fund : As per the rules of the Company.
5. Medical Reimbursement : Rs.3,000/- per month incurred for self and family as per the rules of the Company.
6. House Rent allowance : Rs.40,000/- per month.
7. Special Allowance : Rs.3,91,451/- per month

Other Benefits:

1. Leave and encashment : As per the leave rules of the Company.
2. Telephone : Actual expenses for one landline and one mobile phone shall be borne by the Company. However, all the personal STD/ISD call charges are not reimbursable.
3. Use of Car : Fully maintained company leased car (Honda CRV or equivalent) with actual running expenses. In the event of Mr. A.K. Mehra opting for a higher value car, the differential monthly lease rental will be adjusted from his special allowance.
4. Performance Based Incentive : Performance based incentive varying from 0 (zero) to Rs.15,00,000/- (Rupees Fifteen lacs only)

per annum would be payable based on the achievement of such performance parameters as may be laid down by the Board of Directors or any Committee thereof.

The resolution was then put to vote and passed unanimously.

With a vote of thanks to the chair, the meeting came to an end.



(SIDDHARTH SHRIRAM)
CHAIRMAN

DIRECTORS PRESENT AT THE MEETING

Mr. Siddharth Shriram - Chairman
Mr. Sunil Kakria
Mr. A.K. Mehra
Mr. Ravi Vira Gupta
Prof. Dinesh Mohan - Chairman of Audit Sub-Committee
Mr. N.K. Goila
Mr. R.S. Bedi