



Dear Shareholders,

The time is right to raise the case for India's sugar industry.

I have some fundamental points.

India's economy was liberalised in 1991 but India's sugar industry remains under control.

Why single out one industry for sustained regulation?

Why is the country not creating a sustainable ecosystem that benefits all stakeholders of India's sugar industry?

This Annual Report suggests answers that could benefit the farmers, millers and consumers.

Everyone.

Vivek Saraogi, *Managing Director*

Win-win-win.

Five ways of creating a sugar ecosystem
that benefits growers, millers and consumers

Balrampur Chini Mills Limited | Annual Report 2013-14

Forward-looking statement

In this Annual Report we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements - written and oral - that we periodically make contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects', 'projects', 'intends', 'plans', 'believes', and words of similar substance in connection with any discussion of future performance.

We cannot guarantee that these forward looking statements will be realised, although we believe we have been prudent in assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind.

We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

Contents

| | |
|--|-----|
| Notice | 01 |
| Corporate Identity | 18 |
| MD's overview | 20 |
| Five-year operational summary | 34 |
| Financial summary | 35 |
| Financial ratios | 36 |
| Creating shareholder value | 39 |
| Corporate Social Responsibility | 40 |
| Report of the Board of Directors | 42 |
| Corporate Governance Report | 53 |
| Section 212 | 66 |
| Management discussion and analysis | 67 |
| Auditors report | 77 |
| Balance Sheet | 80 |
| Statement of Profit and Loss | 81 |
| Cash Flow statement | 82 |
| Consolidated financial statements | 117 |



Balrampur Chini Mills Limited

CIN: L15421WB1975PLC030118

Registered Office: FMC Fortuna, 2nd Floor, 234/3A, A.J.C. Bose Road, Kolkata – 700 020

Phone: (033)22874749, Fax: (033)22873083, Email: bcml@bcml.in, Website: www.chini.com

NOTICE

NOTICE is hereby given that the 38th Annual General Meeting of the members of **Balrampur Chini Mills Limited** will be held on Thursday, the 7th August, 2014 at 10.30 a.m. at 'Vidya Mandir', 1, Moira Street, Kolkata – 700 017 to transact the following businesses :

1. To receive, consider and adopt the Balance Sheet as at 31st March, 2014 and the statement of Profit & Loss for the year ended on that date together with the Directors' Report and Auditors' Report thereon.

2. To appoint a Director in place of Shri Kishor Shah (DIN–00193288) who retires by rotation and being eligible offers himself for reappointment.

3. To appoint Auditors and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“Resolved that M/s G.P. Agrawal & Co., Chartered Accountants (Regn. No.302082E) be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as shall be fixed by the Board of Directors of the Company.”

Special Business:

4. 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 Sections 149,

150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Shri Dinesh Kumar Mittal (DIN–00040000), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019.”

5. 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 Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Shri Krishnava Dutt (DIN–02792753), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019.”

6. 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 Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Shri Naresh Chandra (DIN–00015833), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019.”

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 Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Shri Ram Kishore Choudhury (DIN-00083192), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019."

8. **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 Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Shri Rangarajan Vasudevan (DIN-00025334), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019."

9. **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 Sections 149, 150, 152, 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule IV to the Companies Act, 2013, Shri R. N. Das (DIN-03582925), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office for five consecutive years for a term upto 31st March, 2019."

10. **To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:**

"Resolved that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to approval of the Central Government, if necessary, and subject to all such approvals as may be required, the approval of the members be and is hereby accorded to the reappointment and payment of existing remuneration to Shri

Vivek Saraogi (DIN-00221419) as Managing Director of the Company for a further period of 3 years with effect from 1st April, 2014 on the terms and conditions as set out in the explanatory statement annexed hereto, with liberty to the Board of Directors ("the Board") to alter and vary the terms and conditions of the appointment and remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by and between the Board and Shri Vivek Saraogi.

Further resolved that the Board be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

11. **To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:**

"Resolved that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and subject to approval of the Central Government, if necessary, and subject to all such approvals as may be required, the approval of the members be and is hereby accorded to the reappointment and payment of existing remuneration to Smt. Meenakshi Saraogi (DIN-00361421) as Jt. Managing Director of the Company for a further period of 3 years with effect from 1st April, 2014 on the terms and conditions as set out in the explanatory statement annexed hereto, with liberty to the Board of Directors ("the Board") to alter and vary the terms and conditions of the appointment and remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by and between the Board and Smt. Meenakshi Saraogi.

Further resolved that the Board be and is hereby authorized to do and perform all such acts, deeds, matter and things as may be considered desirable or expedient to give effect to this resolution."

12. **To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:**

"Resolved that pursuant to the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions,

if any, of the Companies Act, 2013, the approval of the members be and is hereby accorded to the re-appointment of Dr. Arvind Krishna Saxena (DIN-00846939) as a Whole-time Director of the Company for a period of three years with effect from 1st August 2014 on the terms and conditions as set out in the explanatory statement annexed hereto with liberty to the Board of Directors to revise, implement, alter and vary the terms and conditions of his appointment including remuneration in such manner as may be permitted in accordance with the provisions of the Companies Act, 2013 and Schedule V or any modification thereto and as may be agreed to by and between the Board and Dr. Arvind Krishna Saxena.

Further resolved that the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as may be considered desirable or expedient to give effect to this resolution."

13. 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 148 of the Companies Act, 2013 and all other applicable provisions (including any statutory modification(s) or re-enactment thereof, for the time being in force), the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending 31st March, 2015, be paid the remuneration as set out in the Statement annexed to the Notice convening this Meeting.

Resolved further that the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

14. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"Resolved that pursuant to the provisions of Section 180(1) (c) of the Companies Act, 2013, the Board of Directors of the Company be and is hereby authorised to borrow moneys for the purposes of the business of the Company

notwithstanding that the moneys so borrowed may exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves, that is to say reserves not set apart for any specific purposes but so that the total amount of moneys so borrowed (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) shall not exceed ₹2000 crores (Rupees Two thousand crores only) outstanding at any time over and above the aggregate of the paid up capital of the Company and its free reserves, as aforesaid."

15. To consider and if thought fit to pass, with or without modification(s), the following resolution as a Special Resolution:

"Resolved that consent of the Company be and is hereby accorded under Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 to the Board of Directors of the Company to mortgage, hypothecate or in any other way charge in favour of the lenders all or any of the movable and/or immovable properties of the company, both present and/or future of the whole or substantially the whole of the undertaking or undertakings of the Company for availment of any loan or guarantees or issue of debentures and to secure the payment of interest thereon or any fees or charges or expenses relating thereto and in the case of borrowing against debentures the said security shall be in favour of the trustees for such debenture-holders where required on such terms and conditions as may be approved by the Board of Directors.

Further resolved that the Board be and is hereby authorized to execute trust deed and/or such other documents and settle any difficulties that may arise in the course of such proposed issue and allotment of debentures and to do all acts, deeds and things in connection therewith and incidental thereto as the Board of Directors in its absolute discretion may deem fit, to give effect to this resolution"

By Order of the Board

Sd/-

S.K. Agrawala

Company Secretary

Place: Kolkata

Date : 18th June, 2014

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a Proxy to attend and vote instead of himself and the proxy need not be a member of the Company. The proxy form, in order to be effective, must be duly completed, stamped and lodged with the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

A person can act, as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights.

2. The Register of Members and Share Transfer Books of the Company will remain closed from 31st July, 2014 to 7th August, 2014 (both days inclusive).
3. The statement pursuant to Section 102 of the Companies Act, 2013 is annexed thereto.
4. Members who hold shares in dematerialised form are requested to bring their Demat Statement mentioning therein the Client ID and DP ID numbers along with a photo Identity Card for easy identification of attendance at the meeting.
5. Corporate members are requested to send a duly certified copy of the Board Resolution, authorizing their representative to attend and vote at the AGM.
6. Shareholders holding shares in physical form are requested to advise the company and the members holding shares in dematerialized form are requested to advise their Depository Participants immediately about any change in their address.
7. Shareholders of the Company are informed that pursuant to the provisions of the Companies Act, the amount of dividend which remains unclaimed/unpaid for a period of 7 years would be transferred to the Investor Education and Protection Fund constituted by the Central Government and the shareholders would not be able to claim any amount of the dividend so transferred to the Fund. The Company had sent reminders to the Members in this regard. As such, shareholders who have not encashed their dividend warrants are requested in their own interest to write to the company immediately for claiming outstanding dividends declared by the Company for the financial years 2007-08 to 2012-13.

(Except 2011-12 where no dividend declared). Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on 31st July, 2013 (date of last Annual General Meeting) on the website of the Company (www.chini.com), as also on the website of the Ministry of Corporate Affairs.

8. Members holding shares in single name and physical form are advised to make nomination in respect of their shareholding in the Company. The nomination form can be downloaded from the Company's website www.chini.com under the section 'Investor Corner'.
9. Notice of the 38th Annual General Meeting along with the Annual Report 2014 of the Company is being sent to all the members in the electronic mode, whose email address are registered with the Depository Participants(s)/Company, unless any member has requested for a hard copy of the same and for members who have not registered their email address, physical copy of above documents is being sent.
10. Members may also note that the Notice of 38th Annual General Meeting and the Annual Report 2014 will also be available on company's website: www.chini.com for download.
11. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours on all working days except Saturdays.
12. Members holding shares in physical mode are requested to provide their email id, CIN/Regn. No. (for corporate members), Unique Identification No., PAN, in case member is minor than date of birth of minor and name of guardian, declaration regarding beneficial ownership (if any), nomination details, lien details (if any), particulars of dividend mandate etc. and such other information as mentioned under section 88 (1)(a) of the Companies Act, 2013 and rule 3(1) of the Companies (Management and Administration) Rules, 2014 for receiving all communications/documents electronically.

Members holding in demat mode are requested to provide the above information to their depository participant.

EXPLANATORY STATEMENT

Pursuant to Section 102 of the Companies Act, 2013

Item No. 4:

Shri Dinesh Kumar Mittal was appointed as an Additional Director (independent) of the Company with effect from 6th February, 2014. He is Chairman of the Nomination and Remuneration Committee and member of the CSR Committee and Audit Committee of the Board of Directors of the Company. Pursuant to Section 161 of the Companies Act, 2013, Shri Mittal will hold office as director upto the date of forthcoming Annual General Meeting. A notice has been received from a member proposing Shri Dinesh Kumar Mittal as a candidate for the office of Director of the Company at the forthcoming Annual General Meeting.

Profile of Shri Dinesh Kumar Mittal

Date of Birth: 25th January, 1953.

Qualifications: M.Sc (Physics) with specialization in Electronics, Indian Administrative Services (IAS) (Retired).

Expertise in specific functional areas: He joined the Indian Administrative Service in 1977 and served many distinguished posts in Government of India and Government of U.P., including:

- Secretary, Department of Financial Services, Govt. of India
- Secretary, Ministry of Corporate Affairs, Govt. of India
- Addl. Secretary, Department of Commerce, Govt. of India
- Director General, U.P. Academy of Administration and State Institute for Rural Development
- Managing Director, IL&FS Infrastructure Development Corporation Ltd.

Directorship in other Companies: • Steel Authority of India Ltd, • Bharti Airtel Limited, • Max Life Insurance Co. Ltd, • ONGC Tripura Power Company Limited • HSBC Asset Management (India) Pvt. Ltd • Business Strategy Advisory Services Pvt. Ltd.

Membership in other Board Committees: Member, HR, ESOP compensation and nomination committee of Bharti Airtel Limited

Shareholding as on 31.03.2014: Nil

Shri Mittal has wide experience in Infrastructure, International Trade, Urban Development, Renewable Energy, Agriculture Development and Micro-Credit, Corporate Governance, Banking, Insurance, Pension and Finance.

The Board considers that the Company would be benefited by his rich experience and guidance. Pursuant to Section 149 of the Companies Act, 2013, Shri Dinesh Kumar Mittal shall hold

office of a Director for five consecutive years for a term upto 31st March, 2019.

Shri Dinesh Kumar Mittal is interested in the resolution set out at Item No.4 of the Notice with regard to his appointment. The relatives of Shri Dinesh Kumar Mittal may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement.

The Board of Directors, therefore, recommends the resolution for approval of the members.

Item No. 5:

Shri Krishnava Dutt was appointed as an Additional Director (Independent) of the Company with effect from 6th February, 2014. He is member of the Stakeholders Relationship Committee of the Board of Directors of the Company. Pursuant to Section 161 of the Companies Act, 2013, Shri Dutt will hold office as director upto the date of forthcoming Annual General Meeting. A notice has been received from a member proposing Shri Krishnava Dutt as a candidate for the office of Director of the Company at the forthcoming Annual General Meeting.

Profile of Shri Krishnava Dutt

Date of Birth: 16th October, 1973.

Qualifications: Law Graduate

Expertise in specific functional areas: Shri Krishnava Dutt is a Managing Partner of Udawadia Udeshi and Argus Partners based in Mumbai. He started his legal career in the Calcutta High Court where he practiced civil law. After a short stint at the High Court, he joined ICICI Bank in Mumbai where he gained several years of experience in banking & finance. Thereafter he joined Amarchand Mangaldas in 2005 and became the partner in charge of the eastern operations of the firm in the year 2007. He left Amarchand Mangaldas in June 2009 to establish Argus

Partners. Effective from April, 2012 Argus Partners and Udwadia & Udeshi have merged to form Udwadia Udeshi and Argus Partners. Shri Dutt has assumed responsibility as Managing Partner of the merged Firm. Shri Dutt has closely worked with several venture capital, private equity funds, banks & financial institutions.

Directorship in other Companies: • Macmet India Limited, • Tata Metaliks Limited, • Himadri Chemicals & Industries Ltd, • Caprihans (India) Limited

Membership in other Board Committees: • Chairman, Audit Committee and Member, Remuneration Committee of Tata Metaliks Limited, • Member, Investor Grievance Committee and Member, Nomination & Remuneration Committee of Caprihans (India) Limited

Shareholding as on 31.03.2014: Nil

Shri Dutt experience encompasses the entire repertoire of corporate practice including mergers & acquisitions, private equity, banking and finance, projects and project finance.

The Board considers that the Company would be benefited by his rich experience and guidance. Pursuant to Section 149 of the Companies Act, 2013, Shri Krishnava Dutt shall hold office of a Director for five consecutive years for a term upto 31st March, 2019.

Shri Krishnava Dutt is interested in the resolution set out at Item No.5 of the Notice with regard to his appointment. The relatives of Shri Krishnava Dutt may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement.

The Board of Directors, therefore, recommends the resolution for approval of the members.

Item No. 6:

Shri Naresh Chandra is a Non-Executive Independent Director of the Company. He joined the Board in May, 2003. Shri Naresh

Chandra is the Chairman of the Board of Directors of the Company. He is also Chairman of the CSR Committee and member of the Audit Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

Shri Naresh Chandra is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Shri Naresh Chandra being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Shri Naresh Chandra as a candidate for the office of Director of the Company at the forthcoming Annual General Meeting.

Profile of Shri Naresh Chandra

Date of Birth: 1st August, 1934.

Qualifications: Post-Graduate in Mathematics and alumnus of the prestigious Allahabad University, Member – Indian Administrative Services (IAS) (Retd.).

Expertise in specific functional areas: He joined the Indian Administrative Service in May, 1956 and had served on many distinguished panels and committees, including: • Chairman of the Committee on Civil Aviation Policy set up by the Government of India in 2003 • Chairman of the Naresh Chandra Committee on Corporate Audit and Governance appointed by the Government of India in 2002 • Ambassador of India to the U.S.A. in April, 1996 • Governor of the state of Gujarat (1995-96) • Senior advisor to the Prime Minister of India (1992-95) • Cabinet Secretary (1990-92), Home Secretary (1990), Defence Secretary (1989), Secretary, Water Resources (1987-89), Joint Secretary, Ministry of industry (1977-81) • Advisor to the Governor of Jammu & Kashmir during President Rule in 1986 • Chief Secretary to the Government of Rajasthan • Commonwealth Secretariat Advisor on Export Development and Policy with Government of Sri Lanka (1981-84) • Member of the India-US Sub-Commission on Economic Affairs and Commerce and Co-Chairman of India-US Working Group on Technology Transfer (1979-81)

Directorship in other Companies: • Electrosteel Castings Ltd • Bajaj Auto Ltd • Bajaj Finserv Ltd • Bajaj Holdings & Investments Ltd • Cairn India Ltd • Gammon Infrastructure Projects Ltd

• EROS International Media Ltd • AVTEC Ltd • Sesa Sterlite Limited • G4S Corporate Services (India) Pvt. Ltd • Emergent Ventures India Pvt. Ltd • EROS International Plc.

Membership in other Board Committees: • Member, Audit Committee of Electrosteel Castings Ltd • Member, Shareholders'/ Investors' Committee and Member, Audit Committee of Bajaj Auto Ltd • Member, Audit Committee of Bajaj Finserv Ltd • Member, Audit Committee of Bajaj Holdings & Investments Ltd • Member, Audit Committee of Cairn India Ltd • Member, Audit Committee of Gammon Infrastructure Projects Ltd • Member, Audit Committee of EROS International Media Ltd • Chairman, Audit Committee of Emergent Ventures India Pvt. Ltd • Chairman, Remuneration Committee and Member, Audit Committee of EROS International Plc.

Shareholding as on 31.03.2014: Nil

His area of experience includes administration, audit, business consultancy, corporate strategic management, corporate governance, financial management etc.

The Board considers that the Company would be benefited by his rich experience and guidance. Pursuant to Section 149 of the Companies Act, 2013, Shri Naresh Chandra shall hold office of a Director for five consecutive years for a term upto 31st March, 2019.

Shri Naresh Chandra is interested in the resolution set out at Item No.6 of the Notice with regard to his appointment. The relatives of Shri Naresh Chandra may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement.

The Board of Directors, therefore, recommends the resolution for approval of the members.

Item No. 7:

Shri Ram Kishore Choudhury is a Non-Executive Independent Director of the Company. He joined the Board in August, 1975.

He is Chairman of the Stakeholders Relationship Committee, Vice-chairman of the Audit Committee and Member of the Nomination and Remuneration Committee, CSR Committee & Share Transfer Committee of the Board of Directors of the Company.

Shri Ram Kishore Choudhury is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act 2013, Shri Ram Kishore Choudhury being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Shri Ram Kishore Choudhury as a candidate for the office of Director of the Company at the forthcoming Annual General Meeting.

Profile of Shri Ram Kishore Choudhury

Date of Birth: 26th January, 1936.

Qualifications: B.Com., L.L.B.

Expertise in specific functional areas: He has vast experience in the matters of Arbitration, Litigation, Real Estate, Taxation, Legal Research, Corporate Documents etc. He is practicing as an Advocate for more than 37 years in the Calcutta High Court and Supreme Court of India.

Directorship in other Companies: • Lynx Machinery and Commercial Ltd, • Khaitan Consultants Ltd, • Puja Art Archive Ltd, • Academic Foundation & Publication Pvt. Ltd and • Rajratan Impex Pvt. Ltd.

Membership in other Board Committees: Nil

Shareholding as on 31.03.2014: 500 Equity Shares.

The Board considers that the Company would be benefited by his rich experience and guidance in legal area and arbitration. Pursuant to Section 149 of the Companies Act, 2013, Shri Ram Kishore Choudhury shall hold office of a Director for five consecutive years for a term upto 31st March, 2019.

Shri Ram Kishore Choudhury is interested in the resolution set out at Item No.7 of the Notice with regard to his appointment. The relatives of Shri Ram Kishore Choudhury may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key

Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement.

The Board of Directors, therefore, recommends the resolution for approval of the members.

Item No. 8:

Shri Rangarajan Vasudevan is a Non-Executive Independent Director of the Company. He joined the Board in November, 2009. He is member of the CSR Committee and Nomination and Remuneration Committee of the Board of Directors of the Company.

Shri Rangarajan Vasudevan is a director whose period of office is liable to determination by retirement of directors by rotation under the erstwhile applicable provisions of the Companies Act, 1956. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Shri Rangarajan Vasudevan being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for five consecutive years for a term upto 31st March, 2019. A notice has been received from a member proposing Shri Rangarajan Vasudevan as a candidate for the office of Director of the Company at the forthcoming Annual General Meeting.

Profile of Shri Rangarajan Vasudevan

Date of Birth: 14th June, 1937.

Qualifications: B.A. (Hons.), M.A., M.P.A. (Development Economics) from Harvard University, USA, Member – Indian Administrative Services (IAS) (Retd.).

Expertise in specific functional areas: He joined the Indian Administrative Service in 1959 and had served on many distinguished panels and committees, including : • Secretary in the Department of Cane Development and Sugar Industry (Govt. of U.P.) • Dy. Secretary, Ministry of Home Affairs • Chief of Division, Planning Commission • Director in Ministry of Energy • Jt. Secretary & Financial Advisor, Ministry of Petroleum • Jt. Secretary, Addl. Secretary & Special Secretary to the Prime Minister of India • Secretary, Small Scale Industries • Secretary, Ministry of Steel • Secretary, Ministry of Power (Govt. of India). Since 1996 he has been undertaking consultancy in the areas of infrastructure, industry and finance.

Directorship in other Companies: • Haldia Petrochemicals Ltd • Hindustan Oil Exploration Co. Ltd • Purearth Infrastructure Ltd • Cosmo Films Ltd.

Membership in other Board Committees: • Member, Project & Technology Committee of Haldia Petrochemicals Ltd • Member, Audit Committee, Chairman, Shareholders/ Investors Grievance Committee and Chairman, Remuneration Committee of Hindustan Oil Exploration Co. Ltd • Member, Audit Committee of Purearth Infrastructure Ltd and • Member, Audit Committee & Shareholder & Investor Grievance Committee of Cosmo Films Ltd.

Shareholding as on 31.03.2014: Nil

His area of experience includes administration, audit, business consultancy, corporate management, corporate governance, economic advisory, financial management etc.

The Board considers that the Company would be benefited by his rich experience and guidance. Pursuant to Section 149 of the Companies Act, 2013, Shri Rangarajan Vasudevan shall hold office of a Director for five consecutive years for a term upto 31st March, 2019.

Shri Rangarajan Vasudevan is interested in the resolutions set out at Item No.8 of the Notice with regard to his appointment. The relatives of Shri Rangarajan Vasudevan may be deemed to be interested in the resolution, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution.

This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing agreement.

The Board of Directors, therefore, recommends the resolution for approval of the members.

Item No. 9:

Shri R. N. Das is a Non-Executive Independent Director of the Company. He joined the Board in July, 2011. Shri R.N. Das is the Chairman of the Audit Committee and member of the Nomination and Remuneration Committee and Stakeholders Relationship Committee of the Board of Directors of the Company.

Shri R.N. Das is a director whose period of office is liable to