



ANNUAL REPORT
2013-14

A person in a blue shirt and red pants is climbing a steep, rocky cliff face. They are wearing a harness and a helmet, and are using a rope and climbing gear. The climber is positioned in the center of the frame, with their back to the camera.

STRONG GRIP. STEADY FOCUS.

Forward-looking Statement

In this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take 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 'anticipate', 'estimate', '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 achievements of results are 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 keep 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

01 ↗ 50

Statutory Reports

02 Notice

16 Directors' Report

24 Management Discussion and Analysis

32 Corporate Governance Report

51 ↗ 128

Financial Statements

Standalone Financial Statements

51 Independent Auditors' Report

54 Balance Sheet

55 Statement of Profit and Loss

56 Cash Flow Statement

58 Notes

92 Statement Pursuant to Section 212

Consolidated Financial Statements

93 Independent Auditors' Report

94 Balance Sheet

95 Statement of Profit and Loss

96 Cash Flow Statement

98 Notes

CORPORATE INFORMATION

Board of Directors

H. V. Goenka (Chairman)
Anant Vardhan Goenka (Managing Director)
Arnab Banerjee (Executive Director-Operations)
Vinay Bansal
A.C. Choksey
Paras K. Chowdhary
S. Doreswamy
Mahesh S. Gupta
Haigreve Khaitan
Punita Lal
Bansi S. Mehta
Hari L. Mundra
K.R. Podar

Audit Committee

Mahesh S. Gupta (Chairman)
S. Doreswamy
Hari L. Mundra

Stakeholders Relationship Committee

S. Doreswamy (Chairman)
Paras K. Chowdhary
Mahesh S. Gupta

Nomination and Remuneration Committee

Mahesh S. Gupta (Chairman)
Paras K. Chowdhary
S. Doreswamy

Corporate Social Responsibility Committee

Anant Vardhan Goenka (Chairman)
Hari L. Mundra
Vinay Bansal

Company Secretary

H. N. Singh Rajpoot

Registered Office

463, Dr. Annie Besant Road
Worli, Mumbai 400030

Plants

Village Road, Bhandup, Mumbai 400 078
82, MIDC, Industrial Estate, Satpur, Nasik 422 007
Village Gate Muvala, Halol, Panchmahal,
Gujarat 389350

Legal Advisors

Mulla & Mulla and Craige, Blunt & Caroe

Auditors

S.R. Batliboi & Associates, LLP

Registrar and Share Transfer Agents

TSR Darashaw Private Limited
6-10, Haji Moosa Patrawala Industrial Estate
20, Dr. E Moses Road, Worli, Mumbai 400011

Bankers

Axis Bank Limited
Bank of Baroda
Bank of India
Corporation Bank
EXIM Bank
ICICI Bank Limited
IDBI Bank Limited
State Bank of India
UCO Bank
YES Bank Limited

Notice

NOTICE is hereby given that the fifty-fifth Annual General Meeting of the Company will be held at Ravindra Natya Mandir, P. L. Deshpande Maharashtra Kala Academy, Sayani Road, Prabhadevi, Mumbai 400 025, on Friday, September 26, 2014 at 3:30 p.m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements including the Consolidated Financial Statements for the year ended March 31, 2014, the Report of the Auditors' thereon and the Report of the Directors' for the year ended on that date.
2. To declare dividend on Equity Shares.
3. To appoint a Director in place of Mr. Paras K. Chowdhary (DIN: 00076807), who retires by rotation and, being eligible, has offered himself for re-appointment.

SPECIAL BUSINESS

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

"RESOLVED that pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013, Messrs S R B C & Co., LLP, Chartered Accountants (Firm Registration No. 324982E), be and are hereby appointed as Statutory Auditors of the Company, in place of the retiring auditors Messrs S. R. Batliboi & Associates, LLP, Chartered Accountants, to hold office from the conclusion of this Annual General Meeting until the conclusion of the fifty-eighth Annual General Meeting of the Company, subject to ratification at every Annual General Meeting on such remuneration as may be mutually decided by the Board of Directors of the Company and the Statutory Auditors."
5. To consider and, if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory

modification or re-enactment thereof) (hereinafter referred to as the Act) and Clause 49 of the Listing Agreement, as amended or re-enacted from time to time, entered into with the Stock Exchanges, Mr. Atul Choksey (DIN: 00002102), Director of the Company, in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) (hereinafter referred to as the Act) and Clause 49 of the Listing Agreement entered into with the Stock Exchanges, as amended or re-enacted from time to time, Mr. Haigreve Khaitan (DIN: 00005290), Director of the Company, in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company."

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) (hereinafter referred to as the Act) and Clause 49 of the Listing Agreement entered into with the Stock Exchanges, as amended or re-enacted from time to time, Mr. S. Doreswamy (DIN: 00042897), Director of the Company, in respect of whom the Company has

received a notice in writing proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) (hereinafter referred to as the Act) and Clause 49 of the Listing Agreement entered into with the Stock Exchanges, as amended or re-enacted from time to time, Mr. Mahesh Gupta (DIN: 00046810), Director of the Company, in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Rules made there under (including any statutory modification or re-enactment thereof) (hereinafter referred to as the Act) and Clause 49 of the Listing Agreement entered into with the Stock Exchanges, as amended or re-enacted from time to time, Mr. K. R. Podar (DIN: 00086038), Director of the Company, in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act,

2013 and the Rules made there under (including any statutory modification or re-enactment thereof) (hereinafter referred to as the Act) and Clause 49 of the Listing Agreement entered into with the Stock Exchanges, as amended or re-enacted from time to time, Mr. Vinay Bansal (DIN: 01674284), Director of the Company, in respect of whom the Company has received a notice in writing proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) (hereinafter referred to as the Act), and Clause 49 of the Listing Agreement entered into with the Stock Exchanges, as amended or re-enacted from time to time, read with Schedule IV of the Act, Ms. Punita Lal, (DIN:03412604) who was appointed as an Additional Director of the Company with effect from April 29, 2014 and who holds office upto the conclusion of this Annual General Meeting and in respect of whom, the Company has received a notice in writing from a member in terms of Section 160 of the Act, proposing her candidature for the office of Director and who is eligible for appointment, be and is hereby appointed as an Independent Director to hold office for a term of 5 (five) consecutive years with effect from the date of the fifty-fifth Annual General Meeting of the Company.”

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

“RESOLVED THAT pursuant to Section 148 of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) (hereinafter referred to as the Act), the remuneration of ₹ 2,20,000/- (Rupees Two Lakhs Twenty Thousand only) and reimbursement of out-of-pocket expenses at actual plus applicable taxes for the financial year ending March 31, 2015, as approved by the Board of Directors of the Company, to be paid to M/s N I Mehta & Co., Cost Accountants, for conducting the audit of the cost records of the Company be and is hereby ratified and confirmed.”

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

“RESERVED THAT in supersession of the Ordinary Resolution passed at the Annual General Meeting of the Company held on September 10, 1998 and pursuant to the provisions of Section 180(1) (a) and other applicable provisions of the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) (hereinafter referred to as the Act) the consent of the Company be and is hereby accorded to the Board of Directors (herein after referred to as the Board which expression shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) to create mortgage and/or charge and /or hypothecation, in addition to the existing charges, mortgages and hypothecations created by the Company, on any of its movable and/or immovable properties wherever situated, whether present or future and to create a mortgage and/or charge on such terms and conditions at such times and in such form and manner and with such ranking as to priority as the Board in its absolute discretion thinks fit on the whole or substantially the whole of any one of the Company’s undertaking or all of the Company’s undertakings in favour of any Bank(s), or Financial Institution(s) or body(ies) corporate or persons or trustees for the holders of debenture(s)/ bond(s) whether shareholder or not, for securing any loan(s), borrowing(s) including working capital facilities whether fund based or non fund based, foreign currency loan(s), debenture(s), bond(s) or other financial instrument(s) availed or as may be availed from time to time together with interest, costs, charges, expenses and any other monies payable thereon.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, the Board be and is hereby authorised to take all such actions and to do all such deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question or doubt that may arise in this regard.”

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

“RESOLVED THAT in supersession of the Ordinary Resolution passed at the Extra Ordinary General Meeting of the Company on August 29, 1989 and pursuant to the provisions of Section 180(1) (c) of

the Companies Act, 2013 (including any statutory modification or re-enactment thereof, for the time being in force) (hereinafter referred to as the Act) and subject to the provisions of the Memorandum and Articles of Association of the Company and all other enabling provisions, if any, the consent of the Company be and is hereby granted and accorded to the Board of Directors (herein after referred to as the Board which expression shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) for borrowing for and on behalf of the Company, from time to time, any sum or sums of money in any manner without prejudice to the generality thereof, by way of any kind of loans, advances, credits, acceptance of deposits, issue of debentures or otherwise from any bank or banks or any financial institution or any company or companies or persons and whether the same be unsecured or secured and if secured, whether by way of mortgage, charge, hypothecation, pledge or otherwise in any way whatsoever on, over or in respect of all or any of the Company’s assets, effects and properties including uncalled capital (if any), stock-in-trade (including raw materials, stores, parts and components in stock or in transit), book debts and receivables, notwithstanding that the monies so borrowed together with the monies, if any, already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total amount outstanding at any time shall not exceed the limit of ₹ 10,00,00,00,000 (Rupees One Thousand crores only) in excess of the aggregate of the paid-up capital of the Company and its free reserves, as aforesaid from time to time.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, the Board be and is hereby authorised to take all such actions and to do all such deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question or doubt that may arise in this regard.”

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

“RESOLVED THAT pursuant to the provisions of Sections 73, 76 and any other applicable provisions of the Companies Act, 2013 and the Rules made

there under including any statutory modification or re-enactment thereof, for the time being in force (hereinafter referred to as the Act) the consent of the Company be and is hereby accorded to the Board of Directors of the Company ("the Board" which expression shall also include a Committee thereof for the time being exercising the powers conferred on the Board by this resolution) for acceptance or renewal of deposits from its members and person other than its members for an amount not exceeding the limits as set out in the Act and on such terms and conditions including security, rate of interest etc. as may be decided by the Board in its absolute discretion at the time of acceptance or renewal of the deposits in accordance with the Act."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Board be and is hereby authorised to finalise, settle and execute such documents, deeds, writings, papers, agreements as may be required and to do all such acts, deeds and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question or doubt that may arise in this regard."

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

"RESOLVED THAT pursuant to the provisions of Sections 197 and 198 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under including any statutory modification or re-enactment thereof, for the time being in force (hereinafter referred to as the Act) and subject to all approvals, permissions and sanctions as may be necessary; approval of the Company be and is hereby accorded for payment of Remuneration to the Director(s) of the Company who is/are neither in the whole-time employment with the Company nor Managing Director(s) of the Company, in such manner and up to such extent as the Board of Directors of the Company ("the Board" which expression shall also include a Committee thereof for the time being exercising the powers conferred on the Board by this resolution) may so determine from time to time, but not exceeding 1 (one) percent of the net profits calculated pursuant to the Act and such payments shall be made in respect of profits of the Company for each financial year."

"RESOLVED FURTHER THAT the above Remuneration shall be in addition to the fees payable to the Directors for attending the meetings of the Board or any Committee thereof or for any other

purpose whatsoever, as maybe decided by the Board of Directors and reimbursement of expenses for participation in the Board or any other meetings."

"RESOLVED FURTHER THAT for the purpose of giving effect to the said resolution, the Board be and is hereby authorised to take all such actions and to do all such deeds, matters and things as it may in its absolute discretion deem necessary, proper or desirable and to settle any question or doubt that may arise in this regard."

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

"RESOLVED THAT pursuant to Section 62 and all other applicable provisions of the Companies Act, 2013 and the applicable rules made thereunder (including any statutory modification or re-enactment thereof, for the time being in force) (hereinafter referred to as the Act), the relevant provisions of the Memorandum and Articles of Association of the Company, the applicable provisions of the rules, regulations, guidelines and circulars issued by Securities and Exchange Board of India (hereinafter referred to as SEBI) including the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (hereinafter referred to as ICDR Regulations), applicable provisions of the Foreign Exchange Management Act, 1999 (including any statutory modification or re-enactment thereof hereinafter referred to as FEMA) and the rules and regulations framed thereunder, the Listing Agreements entered into by the Company with the Stock Exchanges where the equity shares of the Company are listed including amendments thereto and all other applicable laws, rules, regulations, circulars, notifications and guidelines, and subject to any approval, consent, permission and/or sanction of the Government of India, the Reserve Bank of India and any appropriate authority as may be required and subject to any condition imposed by any such appropriate authority while granting any such approval, consent, permission or sanction and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as Board which expression shall include a Committee thereof for the time being exercising the powers conferred on the Board by this resolution, to which Committee any such powers of the Board may be delegated by the Board) approval of the Company be and is hereby accorded to the Board to create, offer, issue and allot from time to time in one or more tranches (including with provisions for reservation on

firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted), with or without a green shoe option, such number of equity shares of the Company of face value ₹ 10/- (Rupees Ten) each (Equity Shares), Foreign Currency Convertible Bonds (FCCBs), American Depository Receipts (ADRs), Global Depository Receipts (GDRs), fully or partly convertible debentures, non convertible debentures, preference shares convertible into Equity Shares or any other securities (with or without detachable warrants with right exercisable by the warrant holders to convert or subscribe to the Equity Shares) or instruments convertible into or linked to the Equity Shares with or without voting/special rights, in registered or bearer form (hereinafter collectively referred to as Securities) or any combination of Securities whether denominated in Rupees or in foreign currency, in one or more foreign markets and/or domestic markets by way of one or more public and/or private offerings including Qualified Institutions Placement (QIP) and/or on preferential allotment basis or any combination thereof as may be allowed under the applicable laws, through issue of prospectus and/or placement document or any other permissible/requisite offer document to any eligible investor including foreign / resident investors (whether institutions, incorporated bodies, mutual funds and/or individuals or otherwise), qualified institutional buyers (QIBs), institutions/banks and/or incorporated bodies and/or individuals and/or trustees and/or stabilizing agent or otherwise, foreign institutional investors, venture capital funds, foreign venture capital investors, qualified foreign investors, alternative investment funds, multilateral and bilateral financial institutions, state industrial development corporations, insurance companies, provident funds, pension funds, insurance funds set up by army, navy, or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India, development financial institutions, Indian mutual funds, non-resident Indians, promoters, members of group companies, Indian public, bodies corporate, companies (private or public) or other entities, authorities and/or any other categories of investors, whether they be holders of Equity Shares or not (hereinafter referred to as Investors) at such time or times, at such price or prices, at a discount or premium to the market price or prices in such manner and on such terms and conditions including security, rate of interest, conversion etc., including the discretion to determine the categories of Investors to whom the offer, issue and allotment shall be made

to the exclusion of all other categories of Investors at the time of such issue and allotment considering the prevailing market conditions and other relevant factors wherever necessary as may be decided by the Board in its absolute discretion at the time of issue of Securities in one or more offerings/tranches, and wherever necessary in consultation with merchant banker(s), lead manager(s) and/or underwriter(s) and/or other advisors to be appointed by the Company, such that the total amount including premium raised through the aforesaid Securities should not exceed ₹ 5,00,00,00,000 (Rupees Five Hundred Crores) or equivalent thereof in one or more currencies.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Equity Shares as may be necessary in accordance with the above resolution and all such Equity Shares shall rank *pari passu* with the then existing Equity Shares in all respects including dividend.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, if any issue of Securities is made by way of a QIP in terms of Chapter VIII of the ICDR Regulations (hereinafter referred to as Eligible Securities), the allotment of the Eligible Securities or any combination of Eligible Securities as may be decided by the Board shall be completed within 12 (twelve) months from the date of this resolution or such other time as may be allowed under the ICDR Regulations from time to time.”

“RESOLVED FURTHER THAT any issue of Eligible Securities made by way of a QIP in terms of Chapter VIII of the ICDR Regulations shall be at such price which is not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations (QIP Floor Price) subject to applicable law, that a discount of not more than 5% (Five Percentage) or such percentage as permitted may be offered under applicable law on the QIP Floor Price, and further the relevant date for pricing shall be the date of the meeting in which the Board decides to open the proposed issue.”

“RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares are issued simultaneously with non-convertible debentures to QIBs under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities/warrants, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and at such price

being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.”

“RESOLVED FURTHER THAT in the event the Securities proposed to be issued are FCCB(s), ADR(s) or GDR(s), the relevant date for pricing the Securities shall be the date of the meeting in which the Board decides to open the issue of such Securities in accordance with the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through the Depository Receipt Mechanism) Scheme, 1993 (including any statutory modification or re-enactment thereof) and other applicable pricing provisions issued by the Ministry of Finance.”

“RESOLVED FURTHER THAT without prejudice to the generality of the above, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever including terms for issue of additional Equity Shares or variation of the conversion price of the Securities during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.”

“RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable for Equity Shares at a later date, shall be, inter alia, subject to the following terms and conditions:

- a) in the event the Company is making a bonus issue by way of capitalisation of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted to the holders of the Securities shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares to the holders of the Securities, the entitlement to the Equity Shares of the holders of the Securities will stand increased

in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which the same are offered to the existing shareholders;

- c) in the event of merger, amalgamation, takeover or any other re-organisation or restructuring or any such corporate action, the number of Equity Shares to be issued to the holders of the Securities, the price and the time period as aforesaid shall be suitably adjusted; and
- d) in the event of consolidation of Equity Shares and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned Stock Exchange requires such adjustments, necessary adjustments will be made.”

“RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, as described above the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and listing of Equity Shares underlying the ADR(s) and/or GDR(s) on the Stock Exchanges in India.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint lead manager(s), merchant banker(s), underwriters, guarantors, depositories, custodians, registrars, trustees, bankers, lawyers, stabilizing agent, advisors and all agencies as are or may be required to be appointed and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such agreements, documents, arrangements, memorandum etc. with such agencies.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to take all actions and to do all such acts, deeds, matters and things including to finalise the timing and identification of Investors, and to vary, modify or alter any of the terms or conditions including the size of the proposed issue, offer or allotment of any of the Securities and to resolve and settle all questions and difficulties that may arise from the proposed issue, offer and allotment of the Securities and to do all such acts, deeds, and things in connection therewith and incidental thereto as the Board may in its absolute

discretion deem fit, without being required to seek any further consent from the members of the Company or other wise and that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

“RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate (to the extent permitted by law) all or any of the powers herein conferred to any committee of directors or other delegate of the Board to give effect to the aforesaid resolutions and for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution and accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to issue and allotment of the Securities.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER.**
2. **THE INSTRUMENT APPOINTING THE PROXY SHOULD, HOWEVER, BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
3. A person can act as proxy on behalf of the members not exceeding 50 (fifty) and holding not more than 10 percent of the total share capital carrying voting rights. In case, a proxy is appointed by a member holding more than 10 percent of the total share capital carrying voting rights, such proxy shall not act as proxy for any other person or member.
4. Members are requested to kindly refer the Chapter on Corporate Governance Report in the Annual Report for the information in respect of appointment/re-appointment of Directors, under Clause 49 of the Listing Agreement. Out of the Directors seeking appointment/re-appointment, Mr. Paras K. Chowdhary holds 3,000 equity shares in the Company.
5. None of the Directors seeking appointment/ re-appointment is related to any member of the Board of Directors or to any Key Managerial Personnel.
6. The Register of Members and the Share Transfer Books of the Company shall be closed from Friday, September 19, 2014 to Friday, September 26, 2014 (both days inclusive).
7. **Important notice for Members:**
For convenience of the Members and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members are requested to affix their signature at the place provided on the Attendance Slip and hand it over at the entrance.

Members can avail of the nomination facility, under Section 72 of the Companies Act, 2013 by filing Form No. SH-13 with the Company. Blank forms will be supplied on request.
8. **Consolidation of Folios:**
The members holding shares in the same name or in the same order of names, under different Folios, are requested to notify the relevant details of the said holdings to TSR Darashaw Private Limited at 6-10, Haji Moosa Patrawala Industrial Estate, 20, Dr. E. Moses Road, Mahalaxmi, Mumbai 400 011 for consolidation of their shareholding into a single folio.
9. **Change in address:**
Members are requested to notify immediately any change in their address:
 - a) **If the shares held in physical form to:**
 - (i) The Company at its Registered Office at:
CEAT Limited
463, Dr. Annie Besant Road,
Worli, Mumbai 400 030

OR
 - (ii) The Registrar and Share Transfer Agents of the Company at the following address:
TSR Darashaw Private Limited
6-10, Haji Moosa Patrawala Industrial Estate,
20, Dr. E Moses Road, Mahalaxmi,
Mumbai 400 011.
 - b) **If the shares held in demat form to:** The respective Depository Participants.
10. Members holding shares in physical form are requested to convert their holdings into