



KESORAM INDUSTRIES LIMITED

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94th  
Annual Report  
& Accounts 2013

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## Chairman's Message

The global economy continues to be sluggish more than five years after the economic crisis of 2008 that struck almost all corners of the world. The crisis in Europe is not over yet with issues arising in Greece and Spain while France and Italy are also having to exercise economic stringency.

At home we continue to be plagued by high inflation, a currency that has lost much value recently, the rising cost of imports and inputs in general. Meanwhile, purchasers demonstrate strong resistance to price increases.

Changes that we have undertaken over the previous two years are proving to be positive. Our cement business continues to perform well despite a slowdown in infrastructure development; our tyre business has performed successfully as did our rayon business. All efforts are being made by your management to ensure sustainability of the changes and ensure progress to growth.

I wish to thank you all in encouraging us by making our recent Rights Issue a great success. Your continuing support is a great encouragement to our management team.

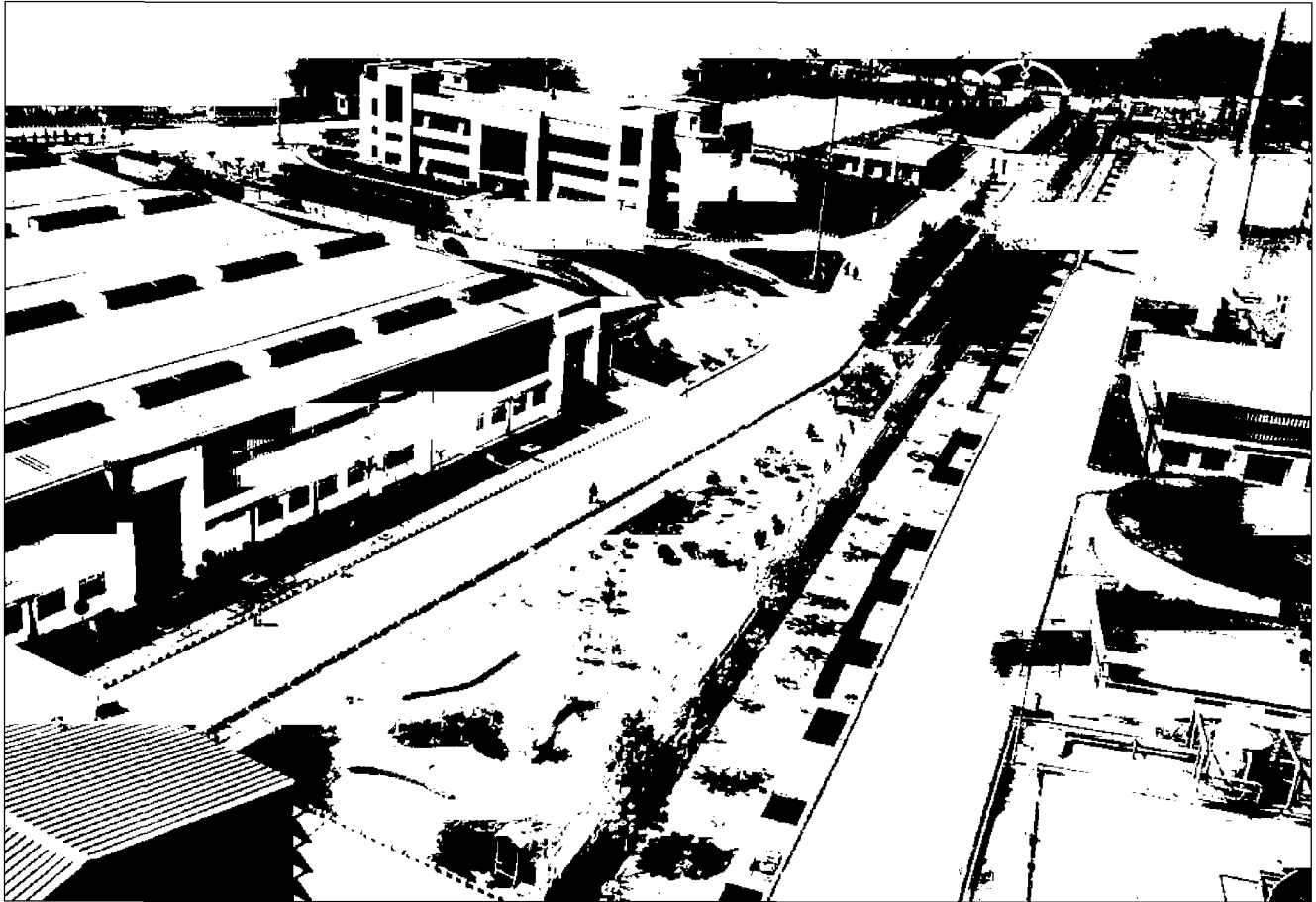
I also thank other stakeholders in our Company: customers, employees, bankers, dealers and suppliers.



**Basant Kumar Birla**



**KESORAM INDUSTRIES LIMITED**





# KESORAM INDUSTRIES LIMITED

## BOARD OF DIRECTORS

Basant Kumar Birla, Chairman

Manjushree Khaitan, Executive Vice Chairperson

Krishna Gopal Maheshwari

Amitabha Ghosh

Vinay Sah

Pesi Kushru Choksey

Prasanta Kumar Mallik

Kashi Prasad Khandelwal

K. C. Jain

Whole-time Director

## TEAM OF EXECUTIVES

### CORPORATE OFFICE

Arvind Kumar Singh

Chief Executive Officer - Business Operations

Tridib Kumar Das

Chief Financial Officer

Gautam Ganguli

Company Secretary

### BIRLA TYRES

Arvind Kumar Singh

President

### CEMENT

K. C. Jain

Senior President

Animesh Banerjee

President

Yaswant Mishra

President - Sales & Marketing

### RAYON & TRANSPARENT PAPER

Sachin Saxena

President



# KESORAM INDUSTRIES LIMITED

## Registered Office

8th Floor, Birla Building  
9/1, R. N. Mukherjee Road, Kolkata - 700 001  
Phone No. : 033-22435453/22429454/22135121  
Fax No. : 033-22109455  
E-mail : corporate@kesoram.net; kesocorp@cal3.vsnl.net.in

## Bankers

Axis Bank Ltd.  
Bank of Baroda  
DBS Bank Ltd.  
HDFC Bank Ltd.  
ICICI Bank Ltd.  
IndusInd Bank Ltd.  
ING Vysya Bank Ltd.  
Punjab National Bank  
State Bank of Hyderabad  
State Bank of India - *Lead Bank*  
Standard Chartered Bank  
Syndicate Bank  
The South Indian Bank Ltd.  
Union Bank of India  
YES Bank Ltd.

## Auditors

Messrs. Price Waterhouse

## Share Transfer Agent

MCS Limited., (Unit: Kesoram Industries Ltd.)  
77/2A, Hazra Road, Kolkata - 700 029.  
Phone No. : +91-033-24541892 to 93, 40724051-53  
Fax No. : +91-033-24541961, 40724050  
E-mail : mcskol@rediffmail.com

**Shareholders seeking information on accounts published herein are requested to send their queries to the Company at least ten days before the date of the Meeting.**

**Members are requested to bring their copies of Annual Report to the meeting.**



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# KESORAM INDUSTRIES LIMITED

## NOTICE

NOTICE is hereby given that the Ninety-fourth Annual General Meeting of KESORAM INDUSTRIES LIMITED will be held at 11:00 A.M. on Wednesday, the 31<sup>st</sup> July, 2013 at “Kala-Kunj”, 48, Shakespeare Sarani, Kolkata -700017, to transact the following business:

### A. Ordinary Business:

1. To consider and adopt the audited Balance Sheet as at 31<sup>st</sup> March, 2013, the Statement of Profit and Loss for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To declare a Dividend.
3. To appoint Directors in place of Syt. B. K. Birla and Shri P K Mallik, who retire by rotation and, being eligible, offer themselves for re-election.
4. To appoint Auditors and fix their remuneration.

### B. Special Business:

**To consider and if thought fit, to pass with or without modifications, the following as Ordinary Resolutions:**

5. “**RESOLVED** that pursuant to the provisions of Sections 269 and all other applicable provisions, if any, of the Companies Act, 1956 (“the Act”), including any amendments to, or re-enactment thereof and subject to such approvals, if any, as may be necessary, the Company hereby approves the appointment of Smt Manjushree Khaitan as a Whole-time Director of the Company for a period of five years effective 5<sup>th</sup> February, 2013 at nil remuneration ;

**RESOLVED FURTHER** that Smt. Khaitan will be designated Executive Vice Chairperson or any such other designation as may be decided by the Board ;

**RESOLVED FURTHER** that so long as Smt. Khaitan functions as a Whole-time Director, she will not be subject to retirement by rotation and shall not be entitled to any fee for attending Meetings of the Board or any Committee thereof ;

**RESOLVED FURTHER** that the appointment shall be terminable :

(a) by efflux of time ; or

(b) by one party serving the other a three months’ written notice ;

**RESOLVED FURTHER** that for the purpose of giving effect to the Resolution, the Board be and is hereby authorised to do all other acts, deeds and things as are or may be expedient”.

6. “**RESOLVED** that subject to and in accordance with the provisions of Sections 16, 94 and other applicable provisions, if any, of the Companies Act, 1956 and subject to the approval by the Company in General Meeting,





## KESORAM INDUSTRIES LIMITED

the Authorised Share Capital of the Company be and is hereby increased from ₹ 120,00,00,000 comprising of 12,00,00,000 Equity Shares of ₹ 10 each to ₹ 700,00,00,000 comprising of 1,50,00,000 Preference Shares of ₹ 100 each and 55,00,00,000 Equity Shares of ₹ 10 each and that the existing clause 5 of the Memorandum of Association of the Company be altered and substituted as follows:

*“5. The Authorised Share Capital of the Company is ₹ 700,00,00,000 (Rupees seven hundred crores) divided into 1,50,00,000 (one crore fifty lakhs) Preference Shares of ₹ 100/- each and 55,00,00,000 (fifty five crores) Equity Shares of ₹ 10/- each”.*

**Registered Office:**

**9/1, R. N. Mukherjee Road,**

**Kolkata -700 001**

**2<sup>nd</sup> July, 2013**

**By Order of the Board**

Gautam Ganguli

**Company Secretary**



## KESORAM INDUSTRIES LIMITED

### Notes:

1. **A Member entitled to attend and vote at the above Meeting is entitled to appoint one or more proxies to attend and vote instead of himself / herself and a proxy need not be a Member of the Company. The Instrument of Proxy must be lodged with the Company not less than 48 hours before the Meeting.**
2. The Register of Members shall remain closed from 23<sup>rd</sup> July, 2013 to 31<sup>st</sup> July, 2013 (*both days inclusive*).
3. The relevant Explanatory Statement, pursuant to Section 173 (2) of the Act in respect of the special business is annexed hereto.
4. A Dividend of ₹ 1.00 per Equity Share of ₹ 10, as recommended by the Board, if declared at the forthcoming Annual General Meeting, will be paid, subject to the provisions of Section 206A of the Act, on or after 7<sup>th</sup> August, 2013, to those Members or their mandatees whose names stood registered on the Company's Register of Members as on the Record Date of 16<sup>th</sup> May, 2013.
5. In order to avoid the risk of loss / interception of dividend warrants in postal transit and/or fraudulent encashment of dividend warrants, Members are advised to avail of the National Electronic Clearing Service ("NECS") facility. This facility will enable direct credit of the dividend electronically in their respective Bank Accounts.
6. **Members holding shares in physical form are requested to notify change of address**, if any, to the **Share Department of the Company / Share Transfer Agents**. In order to act upon his request for updation of his changed address in our records, each Member is requested to forward the Company a self attested copy of an identity and address proof. Such document could be in the form of a Voter ID Card, Passport, Driving Licence or a UID ("Aadhar") Card. Members not availing of the NECS facility are requested to advise the Company of the Bank name and Account Number to which they intend lodging the dividend warrant. These details will then be inscribed on the face of the Dividend Warrant to avoid fraudulent encashment. **Members holding Shares in Electronic form should send the above information to their respective Depository Participants only.**  
  
In addition, The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN details to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form should submit a self attested copy of their PAN Card to the **Company / Share Transfer Agents**.
7. In case the mailing address mentioned on the envelope of this Annual Report is either without Pin Code or with incorrect Pin Code, Members are urged to advise the correct Pin Code number to the **Share Department of the Company / Share Transfer Agents** or the respective **Depository Participant(s)**, as the case may be, immediately, for speedier delivery in future.
8. E-mail Ids of Members, as advised to **the Share Department of the Company/Registrar and Share Transfer Agents** where shares are held in physical mode or **registered with Depositories** where shares are held in the electronic mode, will be deemed to be a Member's registered Email address for serving Company documents/