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Annual Report
& Accounts 2014



Chairman's Message

The economic and industrial slowdown that started around 2011-12 continued into 2013-14. At the same time we have been faced with high inflation and customer resistance to price increases. Industrial growth has been lower than expected and GDP growth during 2013-14 was below 5% for the first time in almost a decade.

There is now a new and majority government at the centre, and the corporate sector and financial markets are positive about the future. However, while business sentiments seem high, actual and sustained recovery is likely to take time. Hence we need to be both watchful and nimble in order to not only ensure growth in all our businesses but the sustainability of such growth.

Our management team has met the challenges of 2013-14 effectively and this is reflected in our operational performance. They continue to work towards ensuring sustainable growth.

I thank my colleagues on the Board, employees and all other stakeholders for their continued support.



Basant Kumar Birla



BOARD OF DIRECTORS

Basant Kumar Birla, Chairman

Manjushree Khaitan, Executive Vice Chairperson

Krishna Gopal Maheshwari

Amitabha Ghosh

Vinay Sah

Pesi Kushru Choksey

Kashi Prasad Khandelwal

Sudip Banerjee

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

Ashwani Maheshwari

President

CEMENT

Animesh Banerjee

President

RAYON & TRANSPARENT PAPER

Roy Kurian Kuruvilla

President

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; CIN : L17119WB1919PLC003429
Website : www.kesocorp.com; E-mail : corporate@kesoram.net

Bankers

Axis Bank Ltd.
Bank of Baroda
DBS Bank Ltd.
HDFC Bank Ltd.
ICICI Bank Ltd.
IndusInd Bank Ltd.
ING Vysya Bank Ltd.
Karur Vysya Bank
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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NOTICE

TO THE MEMBERS

NOTICE is hereby given that the Ninety-fifth Annual General Meeting of KESORAM INDUSTRIES LIMITED will be held at 11:00 A.M. on Tuesday, the 8th July, 2014 at “Kala-Kunj”, 48, Shakespeare Sarani, Kolkata -700017, to transact the following business:

General Business:

1. To consider and adopt the audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date, the Report of the Auditors thereon and the Report of the Board of Directors of the Company for the year ended 31st March, 2014.
2. To appoint a Director in place of K G Maheshwari (DIN 00078470), who retires by rotation and being eligible, offers himself for re-election.
3. To appoint Auditors and to 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 Messrs. Price Waterhouse (Firm Regn. No. 301112E), Chartered Accountants, be and is hereby appointed as the Auditors of the Company, to hold office from the conclusion of the Ninety-fifth Annual General Meeting until the conclusion of the Ninety-eighth Annual General Meeting of the Company on such remuneration as may be fixed by the Board of Directors of the Company.”

Special Business:

To consider and if thought fit, to pass with or without modification(s), the following Resolutions as Ordinary Resolutions:

4. **“RESOLVED THAT** P K Choksey (DIN 00060508), an existing Independent Director, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013 be and is hereby appointed an Independent Director of the Company for a period of five years from the conclusion of Company’s Ninety-fifth Annual General Meeting to the conclusion of Company’s One hundredth Annual General Meeting.”
5. **“RESOLVED THAT** Amitabha Ghosh (DIN 00055962), an existing Independent Director, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013 be and is hereby appointed an Independent Director of the Company for a period of five years from the conclusion of Company’s Ninety-fifth Annual General Meeting to the conclusion of Company’s One hundredth Annual General Meeting.”
6. **“RESOLVED THAT** Kashi Prasad Khandelwal (DIN 00748523), an existing Independent Director, who has filed with the Company the required declaration as per Section 149(7) of the Companies Act, 2013 be and is hereby appointed an Independent Director of the Company for a period of five years from the conclusion of Company’s Ninety-fifth Annual General Meeting to the conclusion of Company’s One hundredth Annual General Meeting.”

7. **“RESOLVED THAT** Sudip Banerjee (DIN 05245757), who was appointed an Additional Director on 29th April 2014, be and is hereby appointed an Independent Director of the Company under Section 152 (2) of the Companies Act, 2013 for an initial period of five years from the conclusion of Company’s Ninety-fifth Annual General Meeting to the conclusion of Company’s One hundredth Annual General Meeting.”

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

8. **“RESOLVED THAT** pursuant to Sections 73, 76 and other applicable provisions of the Companies Act, 2013 (“the Act”) and subject to compliance with the Companies (Acceptance of Deposits) Rules, 2014, the consent of the Company be and is hereby accorded to the acceptance of deposits by the company from such persons at such rates and up to such amount as may be decided by the Board and are or may be prescribed or permissible under the Act and the said Rules;

RESOLVED FURTHER that the Board (or any Committee thereof) be and is hereby authorised to take all such necessary actions in the matter”.

Registered Office:
9/1, R. N. Mukherjee Road,
Kolkata - 700 001
29th April, 2014

By Order of the Board
Gautam Ganguli
Company Secretary

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.
A person can act as a Proxy on behalf of Members not exceeding fifty and holding in aggregate shares not more than 10 percent of the total Share Capital of the Company.
2. The Register of Members shall remain closed from 1st July, 2014 to 8th July, 2014 (*both days inclusive*).
3. The relevant Statement, pursuant to Section 102(1) of the Companies Act, 2013 ("the Act") in respect of the items of Special Business is annexed hereto.
4. As per Section 108 of the Companies Act 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the items of business set out in the attached Notice may be transacted also through electronic voting system as an alternative mode of voting. The Company is providing the facility of casting votes through the electronic voting system ("e-Voting") under an arrangement with The National Securities Depository Limited ("NSDL") as specified more fully in the instructions hereunder provided that once the vote on a Resolution is cast, a Member shall not be allowed to change it subsequently.
5. The Notice of the Meeting will also be available on the Company's website <http://www.kesocorp.com> and the website of The National Securities Depository Limited ("NSDL") at <http://www.evoting.nsdl.com>.
6. Voting shall be reckoned in relation to a Member's holding of the Paid-up Equity Share Capital of the Company as at close of business on 6th June, 2014 ("Record Date").
7. **Members holding shares in physical form are requested to notify change of address**, if any, along with address proof i.e. Voter Identity Card, Electric/Telephone Bill, Driving License or a copy of the passport and Bank Statement to the **Share Department of the Company / Registrars and Share Transfer Agents** and, in case the shares are held in dematerialised form, then this information should be passed on to the respective Depository Participants and not to the **Share Department of the Company / Registrars and Share Transfer Agents**.
8. 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 to the **Share Department of the Company / Registrars and Share Transfer Agents** or the respective **Depository Participant(s)**, as the case may be, immediately, for speedier delivery in future.
9. (a) Members desirous of receiving Notices and/or documents from the Company through the **electronic** mode are urged to update their email addresses with their **Depository Participants**, where shares are held in electronic form or to the **Share Department of the Company / Registrars and Share Transfer Agents** where shares are held in physical form.
(b) Email addresses of Members as advised to the **Share Department of the Company/Registrars 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 the Member's registered Email address for serving Company documents/notices as per provisions of the Act and the instructions of the Ministry of Corporate Affairs. Members intending to refresh/update their email addresses should do so as soon as possible.
10. Members holding Shares, in physical form, in identical order of names in more than one Folio, are requested to write to the **Share Department of the Company / Registrars and Share Transfer Agents** enclosing the relevant Share Certificates requesting consolidation of such Folios into one Folio for your own convenience.