

**MINUTES OF THE EIGHTEENTH ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY, HELD ON MONDAY, THE 25<sup>TH</sup> JULY 2016 AT 3.00 P.M. AT RAMA & SUNDRI WATUMULL AUDITORIUM, K.C. COLLEGE, DINSHAW WACHA ROAD, CHURCHGATE, MUMBAI 400020 AND CONCLUDED AT 5.30 P.M.**

**PRESENT:**

279 Shareholders remained present either in person or by Proxy.

The following Directors were also present:

1.	Shri H.A. Mafatlal	Chairman
2.	Shri T.M.M. Nambiar	Director
3.	Shri P.N. Kapadia	Director
4.	Shri S.M. Kulkarni	Director
5.	Shri V.P. Mafatlal	Director
6.	Shri S.G. Mankad	Director
7.	Shri H.H. Engineer	Director
8.	Smt. R.V. Haribhakti	Director
9.	Shri A.K. Srivastava	Director
10.	Shri S.S. Khanolkar	Managing Director

Shri Niraj B. Mankad

Company Secretary

102 Shareholders, holding 18,86,227 Equity Shares of the Company had lodged Proxies with the Company.

Shri Ketan Vora, Partner and Representative of M/s. Deloitte Haskins & Sells, Chartered Accountants, the Company's Auditors, was present.

Secretarial Auditor Shri Manuprasad M. Patel, Practicing Company Secretary and Scrutinizer Shri Dharmesh Zaveri were also present.

Shri H.A. Mafatlal, Chairman of the Board of Directors of the Company, occupied the Chair and commenced the proceedings of the Meeting since the requisite quorum was present.

The Register of Proxies and Representations received under Section 113 of the Companies Act, 2013, were placed before the meeting.

The Register of Directors' shareholding was also placed before the Meeting.



The Chairman informed the Meeting that the statutory registers, the Auditor's Report and Secretarial Audit Report, as prescribed under the Companies Act, 2013 are available for inspection.

The Chairman then introduced the Directors (which included Chairman of the Audit Committee and Stakeholders Relationship Committee), Company Secretary and the representative of the Auditors and welcomed the Shareholders, Representatives and Proxy holders present at the 18<sup>th</sup> Annual General Meeting. He further informed the Meeting that Shri S.S. Lalbhai, Chairman of Nomination and Remuneration Committee could not remain present since he was unwell.

Notice dated 30<sup>th</sup> April, 2016 convening the Meeting was taken as read with the consent of the Shareholders. Since there were no qualifications, observations or comments or other remarks on the financial transactions or matters which have any adverse effect on the functioning of the Company in the Auditors Report, the same was not read out.

The Chairman informed the Meeting that for the year under report, the revenue of the Company was Rs.636 crores which is an increase of 17% compared to the previous year. Similarly, profit before tax grew by 72% to Rs.117 crores and profit after tax increased by 75% to Rs.87 crores. At consolidated level also, the turnover, profit before tax and profit after tax increased significantly as compared to previous year.

Cost of key raw materials exhibited a down turn whereas the cost of power has gone up. Natural gas prices softened as compared to the previous year due to weak global demand.

Basel II credit rating for the Company was upgraded from "CARE AA-" to "CARE AA" signifying high degree of safety and very low credit risk for borrowings and fund based facilities of more than a year.

New cGMP Plant at Dewas has gone on stream during the year and numerous customer audits have been successfully completed. During the year, the Company acquired balance 49% shareholding in Manchester Organics Ltd., through 100% Subsidiary NFIL (UK) Ltd. for GBP 6.3 Million to further leverage the combined scope and scale and complementing strengths of both the entities in the CRAMS space.

An update was provided on the joint venture company Convergence Chemicals Pvt. Ltd. Brief outline on the R&D activities, HSE initiatives and CSR spend was provided to the meeting.

As directed by SEBI, the Company terminated the Agreement with Sharepro Services (I) Pvt. Ltd., the Registrar and Share Transfer Agents with effect from close of business hours on 20<sup>th</sup> May, 2016 and appointed M/s. Karvy Computershare Pvt. Ltd. having their Corporate Headquarters at Hyderabad and branches at various places in the country have been appointed as the Registrar and Share Transfer Agents of the Company with effect from 21<sup>st</sup> May, 2016.



The Chairman thanked all the stakeholders for their continued support.

The Chairman further informed that in accordance with Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration Rules) 2014, the Company had provided facility for remote e-voting to the Members through Karvy Computershare Pvt. Ltd. in respect of all the items to be transacted at this AGM. The e-voting period commenced on 22<sup>nd</sup> July, 2016 at 9 AM and ended on 24<sup>th</sup> July, 2016 at 5 PM. Shri Dharmesh Zaveri, Practicing Company Secretary has been appointed as a Scrutinizer for the purpose of scrutinizing the remote e-voting process in a fair and transparent manner and report on the results of the remote e-voting.

In remote e-voting, the shareholders have voting rights in proportion to their shares in the paid-up equity capital and therefore it is required that poll be taken on all the Resolutions of Ordinary and Special Business as set out in Items 1 to 6 of the 18<sup>th</sup> Annual General Meeting. Members, who have already voted through remote e-voting process, shall not be debarred from participation in the meeting, but he/she shall not be entitled to vote again in the meeting and the vote cast by him/her through remote e-voting shall be treated as final.

The Chairman announced that Shri Dharmesh Zaveri, Practicing Company Secretary is appointed as Scrutinizer to conduct the poll in a fair and transparent manner and report on the results of the poll. The consolidated results of the poll and remote e-voting will be declared within 48 hours and the same will be filed with the Stock Exchanges and uploaded on the website of the Company. In the usual course, the Members are requested to propose and second the Resolutions before the poll is taken on all the Resolutions. The Poll on all the resolutions will be conducted after all resolutions are proposed seconded and discussed.

#### **RESOLUTION NO: 1**

Shri H. A. Mafatlal, Chairman of the Company proposed the following ordinary resolution:

“RESOLVED THAT the Directors’ Report, the Audited Financial Statements including Statement of Profit and Loss for the year ended on 31<sup>st</sup> March, 2016 and the Balance Sheet as at that date and the Auditors’ Report thereon as also the consolidated financial statements for that financial year be and is hereby approved and adopted.”

Shri Yusuf Rangwala seconded the resolution.

The Chairman invited queries on Balance Sheet and Statement of Profit and Loss of the Company for the year ended 31<sup>st</sup> March 2016. Some Members raised questions on capital expenditure, fixed assets, major competitors, CSR spend, capacity utilization of various plants, Montreal Protocol Compensation, CRAMS business, etc. which were answered in detail by the Chairman to the satisfaction of the members.



## **RESOLUTION NO: 2**

Mr. Michael Martins proposed the following Ordinary Resolution:

“RESOLVED THAT the Interim Dividend of Rs.10.00 per share declared by the Board of Directors and paid to the eligible shareholders during the financial year 2015-2016 be and is hereby confirmed.”

“RESOLVED FURTHER THAT a final dividend of Rs.11.00 per share be and is hereby declared to be paid out of the amount available for appropriation standing to the credit of the Statement of Profit and Loss to the eligible shareholders of the Company.”

“RESOLVED FURTHER THAT the aforesaid dividend be paid at par through the Company’s Bankers on 28<sup>th</sup> July, 2016.”

Shri Kirti Shah seconded the resolution.

## **RESOLUTION NO: 3**

The Chairman being interested in this item of business, requested Shri T.M.M. Nambiar, Director, to take the Chair. Accordingly, Shri Nambiar occupied the Chair. He informed the Members that he is ordering poll on this item of business also and is appointing the same Scrutinizer viz. Shri Dharmesh Zaveri, to conduct the poll in a smooth and transparent manner and report on the results of the poll.

Shri Dineshkumar Bhatia proposed the following Ordinary Resolution:

“RESOLVED THAT Shri V.P. Mafatlal (holding DIN 00011350) be and is hereby appointed as a Director of the Company.”

Shri Dinesh Kotecha seconded the resolution.

Shri T.M.M. Nambiar announced that the poll on the resolution will be taken along with all other Resolutions.

Thereafter, Shri T.M.M. Nambiar handed over the Chair back to Shri H.A. Mafatlal, who occupied the Chair.

## **RESOLUTION NO: 4**

Shri Kishore Makhija proposed the following Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder, the appointment of M/s. Deloitte Haskins & Sells, Chartered Accountants, Vadodara (Registration No.117364W), as Auditors of the Company, by resolution passed at the 16<sup>th</sup> Annual General Meeting of the Company, to hold office from the conclusion of the 16<sup>th</sup> Annual General Meeting until the conclusion of the 19<sup>th</sup> Annual General Meeting, be and is



hereby ratified for the balance term and accordingly they continue to hold office from the conclusion of the 18<sup>th</sup> Annual General Meeting until the conclusion of the 19<sup>th</sup> Annual General Meeting on such remuneration as may be fixed by the Board, apart from reimbursement of out of pocket expenses as may be incurred by them for the purpose of audit."

Shri Dilip Chhowala seconded the resolution.

**RESOLUTION NO: 5**

Shri Naresh Kachalia proposed the following ordinary resolution:

"RESOLVED THAT in accordance with the provisions of Section 148 (3) of the Companies Act, 2013 read with Rule 14 of The Companies (Audit and Auditors) Rules 2014 and other applicable provisions, if any of the Companies Act, 2013, payment of Remuneration of ₹ 3,50,000/- (Rupees Three Lacs Fifty Thousand only) (apart from re-imburement of out-of-pocket expenses incurred for the purpose of Audit) to Shri B.C. Desai, Cost Auditor (Membership Number M-1077) for conducting the audit of Cost Records relating to the chemical products manufactured by the Company for the year 1<sup>st</sup> April, 2016 to 31<sup>st</sup> March, 2017, be and is hereby approved and ratified."

Shri Bakul Joshi seconded the resolution.

**RESOLUTION NO. 6:**

Shri Bhadresh Parikh proposed the following special resolution:

"RESOLVED THAT in supersession of the Special Resolution passed at the 12<sup>th</sup> Annual General Meeting of the Shareholders of the Company held on 21<sup>st</sup> June, 2010, pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013, ("the Act"), the Register of Members, Index of Members, Register and Index of Debenture holders, if any, prepared in accordance with the provisions of Section 88 of the Act, in respect of the Shares and Debentures issued by the Company from time to time, shall be kept at the Office of the new Registrar and Share Transfer Agents of the Company Karvy Computershare Private Limited at 24 B, Rajabhadur Mansion, Ground Floor, Ambalal Doshi Marg, Fort, Mumbai 400023 or at such other place within Mumbai to which the said Office is shifted."

Shri Harkishandas Sanghavi seconded the resolution.

Thereafter, the Scrutinizer was invited to commence the polling process. The Scrutinizer sealed the empty polling box in the presence of the members and the proxy holders. Thereafter, the Chairman asked the Scrutinizer and the volunteers to ascertain that all eligible persons have been given poll papers. The Chairman then requested the members, proxy holders and representatives to cast their votes and put the ballot papers in the ballot box.



The Members were allowed to cast their votes and put the ballot papers in the ballot box kept for the purpose.

After ascertaining that all the persons, who were willing to cast their vote have done so, the Chairman closed the proceedings of the meeting. The Ballot box was sealed and handed over to the scrutinizer. The Chairman again announced that the combined result of remote e-voting and poll will be declared in 48 hours.

The meeting concluded with a vote of thanks to the Chair.

Sd/-  
(H.A. Mafatlal)  
Chairman



Place: Mumbai  
Date: 22<sup>nd</sup> August, 2016