



Vardhman ACRYLICS LIMITED

Regd. Office : Chandigarh Road, LUDHIANA - 141 010 (INDIA)
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PAN No. : AAACV7602E

Ref.VAL: SCY: AUG: 2013-14.

Date: August 31, 2013

LISTING DEPARTMENT,

The National Stock Exchange of India Limited,

✓ "Exchange Plaza", Plot No. C/1, G Block,

Bandra Kurla Complex, Bandra (East),

Mumbai- 400 051, Maharashtra.

Fax No.: 022-26598237 and 26598155

Email Id: cmlist@nse.co.in

Sub : Proceedings of the Annual General Meeting of the Company

Dear Sir,

Pursuant to the provisions of Clause - 31(d) of the Listing Agreement, kindly find attached herewith proceedings of the 23rd Annual General Meeting of the Company held on 31st August, 2013 at 10.00 A.M at the Registered Office of the Company.

You are requested to please take it on your record.

Thanking You,

Yours faithfully,

For Vardhman Acrylics Limited

(Ruchita Kumar-Vij)

Company Secretary



**PROCEEDINGS OF THE 23RD ANNUAL GENERAL MEETING OF
VARDHMAN ACRYLICS LIMITED HELD ON 31ST AUGUST, 2013 AT 10.00
A.M. AT THE REGISTERED OFFICE OF THE COMPANY.**

1. Mr. S.P Oswal presided as the Chairman of the Meeting.
2. The Chairman welcomed all the shareholders and other persons present in the 23rd Annual General Meeting of the Company. The quorum of the meeting was present and called the meeting in order.
3. Since the Notice, Director's report have already been circulated to all the Shareholders it is considered as read. The Chairman delivered his address highlighting the performance and future outlook of the Company.
5. After delivering his address, the Chairman asked Ms. Ruchita Vij to proceed to conduct the business of the meeting and with the Shareholder's permission Auditor's Report and Director's report, having been duly circulated amongst the members, were taken as read.
6. Thereafter the Chairman asked Ms. Ruchita Vij to move the various agenda Items of the notice, one by one.
7. Thereafter the Ms. Ruchita Vij informed that the first item relates to approval of accounts and will read the following.

"I place before the members the Audited Balance Sheet as at 31st March, 2013 and the Statement of Profit & Loss for the period ended on that date with the report of the Directors and the report of the Auditors thereon, a copy of which had already been circulated amongst the members for consideration and adoption, and request the members to pass the following resolution:

"RESOLVED THAT the Directors' Report and the Audited Balance Sheet of the Company as at 31st March, 2013 along with Statement of Profit and Loss for the year 2012-13 and other notes to financial statements as annexed thereto and Auditors' Report thereon be and are hereby received, approved and adopted."

Thereafter Ms. Ruchita Vij requested one member to propose (Mr. Ravi Shankar Kapoor) & one member to second (Mr. R.N. Sharma) this resolution.

Thereafter Ms. Ruchita Vij put the resolution to vote by show of hands.



Thereafter Chairman declared that the resolution has been passed unanimously.

8. Thereafter Ms. Ruchita Vij will inform that the second item

- (2a) relates re-appointment of Mr. Sachit Jain as a Director liable to retire by Rotation.

Thereafter Ms. Ruchita Vij read the following:

"RESOLVED THAT Mr. Sachit Jain, a Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company in accordance with the Article 126 of the Articles of Association of the Company."

Thereafter Ms. Ruchita Vij requested one member to propose (Mr. Sandeep Kumar) & one member to second (Mr. Sanjay Anand) this resolution.

Thereafter Ms. Ruchita Vij put the resolution to vote by show of hands.

Thereafter Chairman declared that the resolution has been passed unanimously.

- (2b) relates re-appointment of Dr. A.K. Bakhshi as a Director liable to retire by rotation.

Thereafter Ms. Ruchita Vij read the following:

"RESOLVED THAT Dr. A.K. Bakhshi, a Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company in accordance with the Article 126 of the Articles of Association of the Company."

Thereafter Ms. Ruchita Vij requested one member to propose (Mr. Keshav Garg) & one member to second (Mr. Ravi Shankar Kapoor) this resolution.

Thereafter Ms. Ruchita Vij put the resolution to vote by show of hands.

Thereafter Chairman declared that the resolution has been passed unanimously.

9. Thereafter Ms. Ruchita Vij informed that the third item relates to appointment of Statutory Auditors and read the following:-



M/s S.S. Kothari Mehta & Company, Chartered Accountants, New Delhi, Auditors of the Company, retire at the conclusion of this Annual general Meeting and eligible to be re- appointed.

Therefore Board of Directors recommended M/s S.S. Kothari Mehta & Company, Chartered Accountants, Ludhiana to be appointed as a Statutory Auditors of the Company for the financial year 2013-14 request the members to pass the following resolution:-

"RESOLVED THAT pursuant to the provisions of Section-224 and other applicable provisions, if any, of the Companies Act, 1956, M/s. S.S. Kothari Mehta & Company, the retiring Auditors of the Company, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting at such remuneration and other expenses as are incidental to the audit and as may be approved and fixed by the Chairman of the Company."

Thereafter Ms. Ruchita Vij requested one member to propose (Mr. A.K. Malik) & one member to second (Mr. Keshav Garg) this resolution.

Thereafter Ms. Ruchita Vij put the resolution to vote by show of hands.

Thereafter Chairman declared that the resolution has been passed unanimously.

10. Thereafter Ms. Ruchita Vij informed that the fourth item relates to re-Appointment of Mr. B.K. Choudhary and read the following:

Mr. B.K. Choudhary was appointed as Managing Director of the Company for a period of five years w.e.f. 12.05.2008. the present term of his appointment has expired on 11.05.2013. However, the Board of Directors in their meeting held on 02.02.2013 had decided to re-appoint Mr. B.K. Choudhary as Managing Director of the Company for a further period of three years w.e.f. 01.04.2013 to 31.03.2016, at remuneration as detailed in the resolution.

Thereafter Ms. Ruchita Vij read the following:

"RESOLVED THAT pursuant to the provisions of Section-269 read with Schedule-XIII and other applicable provisions, if any, of the Companies Act, 1956, Mr. B.K. Choudhary, be and is hereby re-appointed as a Managing Director of the Company for a period of three years w.e.f. 1st April 2013, at a remuneration as detailed below:-



S.NO.	REMUNERATION	DETAILS
I.	Basic Salary	Basic Salary will be in the scale of Rs. 1,35,000 – Rs. 12,500 – Rs. 1,60,000 per month.
II.	Commission	Commission equal to 1% of the Net Profit of the Company, subject to maximum of 75% of the Annual Basic Salary.
III.	Special Allowance	Special allowance @ Rs. 35,000 per month.
IV.	Perquisites	The perquisites shall be allowed in addition to basic salary, special allowance and commission. However, such perquisites shall be restricted to an amount equal to one year's basic salary during each year as per details given below :-
a)	Housing	Free Residential Accommodation or House Rent Allowance equal to 40% of basic salary. Free furnishing is to be provided by the Company along with other amenities. The expenditure incurred by the Company on gas, electricity, water and furnishings shall be valued as per the Income Tax Rules, 1962.
b)	Medical Reimbursement	Reimbursement of medical expenses incurred by the appointee (including medi-claim insurance premium) on self and his family, subject to a maximum ceiling of one month's basic salary in a year or three months' basic salary over a period of three years.
c)	Leave Travel Concession	The expenses incurred on leave travel by the appointee on self and his family shall be reimbursed once in a year in accordance with the rules specified by the Company subject to a maximum of Rs. 40,000 p.a.
d)	Club Fees	Fees of clubs subject to a maximum of two clubs. This will not include admission and life membership fees.
e)	Personal Accident Insurance	Premium not to exceed Rs.5,000 per annum.



f)	Provident Fund	Contribution to provident fund, will not be included in the computation of the ceiling on perquisites to the extent it is not taxable under the Income-Tax Act, 1961. The said contribution will also be subject to the rules framed by the Company in this respect.
g)	Car & Telephone	Free use of Company's car for official work as well as for personal purposes along with Driver and telephone at Company's cost.

Explanation: "Family" means the spouse, the dependent children and dependent parents of the appointee.

RESOLVED FURTHER THAT Mr. S. P. Oswal, Chairman, be and is hereby authorised to execute an agreement on **behalf** of the Company with Mr. B.K. Choudhary subject to such changes and modifications as may be approved by the Members and agreed to by the Board of Directors and Mr. B.K. Choudhary.

RESOLVED FURTHER THAT Common Seal of the Company, if required, be affixed on the said Agreement, in the presence of Mr. S.P. Oswal, Chairman and Ms. Ruchita Kumar-Vij, Company Secretary, who shall countersign the same in token thereof.

RESOLVED FURTHER THAT Ms. Ruchita Vij, Company Secretary, be and is hereby authorised to take all necessary steps as may be deemed necessary to comply with other legal formalities in this regard."

Thereafter Ms. Ruchita Vij requested one member to propose (Mr. Aman Rekha) & one member to second (Mr. Raj Malik) this resolution.

Thereafter Ms. Ruchita Vij put the resolution to vote by show of hands.

Thereafter Chairman declared that the resolution has been passed unanimously.

11. Thereafter Ms. Ruchita Vij informed that the fifth item relates to increase in the Sitting Fees of Directors and then read the following:

The Board of Directors in their meeting held on 28.05.2013 enhanced the sitting fees of Directors of the Company from Rs. 12,000/- to Rs. 20,000/- and from Rs. 10,000/- to Rs. 15,000/- per meeting for attending the Board



Meeting and Audit Committee Meeting respectively request the members to pass the following resolution:

"RESOLVED THAT pursuant to the provisions of Section 309, 310 and other applicable provisions, if any, of the Companies Act, 1956, approval of the Members of the Company be and is hereby given for the enhancement of the sitting fee payable to the Directors from Rs. 12,000/- and Rs. 10,000/- per meeting to Rs. 20,000/- and Rs. 15,000/- per meeting for attending the Board Meeting and Audit Committee Meeting respectively."

Thereafter Ms. Ruchita Vij requested one member to propose (Mr. A.K. Malik) & one member to second (Mr. Sanjay Anand) this resolution.

Thereafter Ms. Ruchita Vij put the resolution to vote by show of hands.

Thereafter Chairman declared that the resolution has been passed unanimously.

There being no other business to be transacted at the meeting, the meeting to conclude with a vote of thanks to the Chair.

