



Caprolactam Chemicals Limited

Plant & Regd. Office : Mahad Industrial Area, Plot No. B-31, M.I.D.C., Taluka - Mahad, Dist. - Raigad - 402 301, Maharashtra
Tel. : (02145) 233927

Certified True Copy of the Board resolution passed by the Board of Directors at their meeting held on November 15, 2011 at 10.30 a.m. at the Registered office of the Company at Mahad Industrial Area, Plot No. B-31, M.I.D.C., Mahad, Raigad 402301

"RESOLVED THAT pursuant to Clause 49 of the Listing agreement and other applicable sections of the Companies Act, 1956 and all other rules as may be applicable, an Audit Committee consisting of Mr. Vikram P. Adagale, Mr. Vasant Laxmidas Mange and Mrs. Zaver S. Bhanushali, the Directors of the Company be and is hereby constituted as a Committee of the Board to deal with internal audit control systems, the scope of audit, review of half yearly and annual financial systems before their submission to the Board and also to ensure compliance of internal control;

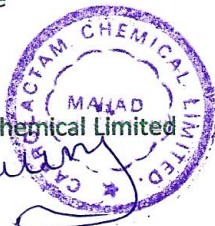
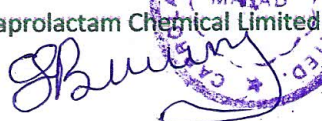
RESOLVED FURTHER THAT the above committee shall have the powers to investigate any activity within its terms of reference, to seek information from any employee, to obtain outside legal or other professional advice, to secure attendance of outsiders with relevant expertise, if it considers necessary;

RESOLVED FURTHER THAT the recommendations of the said committee on any matter relating to financial management including the audit report be binding on the Board;

RESOLVED FURTHER THAT Mr. Vikram P. Adagale is hereby appointed as the independent Chairman of the said committee whose tenure of office will be decided by the members of the said committee."

Certified to be true

For Caprolactam Chemical Limited



Managing Director