

**CERTIFIED TRUE COPY OF THE MINUTES OF 23RD ANNUAL GENERAL MEETING OF INDO
COUNT INDUSTRIES LIMITED HELD ON SATURDAY THE 25TH AUGUST 2012 AT 12.00 NOON,
AT THE REGISTERED OFFICE OF THE COMPANY AT VILLAGE ALTE, TALUKA
HATKANANGALE, DIST. KOLHAPUR 416 109**

PRESENT

Mr. Anil Kumar Jain - Chairman and Managing Director

Mr. R N Gupta - Director

Mr. Kamal Mitra - Director

23 Members in person and 4 Proxies were present.

IN ATTENDANCE

Mr. R. Sundaram - Company Secretary

Mr. Sharad Mokashi - Dy. Company Secretary

CHAIRMAN

Mr. Anil Kumar Jain, took the chair in accordance with Regulation No. 94 of the Articles of Association of the Company.

QUORUM

After ascertaining that the necessary quorum was present, the Chairman called the meeting to order.

DIRECTORS' SHAREHOLDING AND OTHER DOCUMENTS

The Chairman announced that the Register of Directors' shareholding pursuant to Section 307 of the Companies Act, 1956 was open for inspection by the members.

PROXY/AUTHORISED REPRESENTATIVE

The Chairman informed the members that 4 valid proxies for 505,317 shares were received by the Company representing 1.42% of the paid up capital of the company. 3 authorised representatives of 9 Companies were also present, representing 20,112,692 shares, i.e. 56.68% of the paid up capital of the Company.

NOTICE OF THE MEETING

With the consent of the members present, the Chairman took the Notice convening the meeting as read.

ADDRESS BY THE CHAIRMAN

The Chairman, while addressing the members, mentioned that the performance of the Company's textile business was satisfactory, despite increase in the prices of major inputs like Raw Material, Power etc coupled with stiff competition in the export market from other countries



The Chairman further informed that during the year under review the total income of the Textile business increased by about 13%.

The Chairman also expressed hopes for further recovery in the economies of US and Europe will definitely boost the business of your Company and that barring unforeseen circumstances, the Company will perform even better in the years to come.

AUDITORS' REPORT

At the direction of the Chairman, the Company Secretary read out the Auditors' Report for the year ended 31st March 2012.

REPRESENTATIVE OF AUDIT COMMITTEE

The Chairman informed the members that due to the inability of Mr. P N Shah, the Chairman of Audit Committee, to attend the Annual General Meeting, the Committee has nominated Mr. R N Gupta, a member of the Audit Committee, to represent him at the meeting to answer the questions on the accounts raised by the members.

Thereafter the following business as per agenda was transacted at the meeting.

ITEM NO. 1: ADOPTION OF ACCOUNTS

The Chairman proposed the following resolution as an Ordinary resolution which was seconded by Mr. A. G. Halasangi.

"RESOLVED THAT the Audited Balance Sheet as at 31st March 2012 and the Profit and Loss Account and Cash flow Statement for the year ended on that date together with the Auditors' and Directors' Report thereon be and are hereby adopted and approved."

Mr. R N Gupta, member and nominee of the Audit Committee answered the questions raised relating to the accounts by the members present.

There after Chairman put the resolution to vote by show of hands and declared that the same was passed unanimously.

ITEM NO. 2: RE-APPOINTMENT OF MR. R. N. GUPTA AS DIRECTOR

Mr. Sarnobat S. S, proposed the following resolution as an Ordinary resolution which was seconded by Mr. D. V. Shinde

"RESOLVED THAT Mr. R. N. Gupta, Director of the company who retires by rotation at this meeting and being eligible, offers himself for re-appointment, be and is hereby re-appointed as Director of the company whose period of office shall be liable to determination by retirement of Directors by rotation."

The Chairman put the resolution to vote by show of hands and declared that the same was carried nem con.

ITEM NO. 3: RE-APPOINTMENT OF MR. P. N. SHAH AS DIRECTOR

Mr. R. R. Kulkarni proposed the following resolution as an Ordinary resolution which was seconded by Mr. V. D. Joshi



"RESOLVED THAT Mr. P. N. Shah, Director of the company who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the company whose period of office shall be liable to determination by retirement of Directors by rotation."

The Chairman put the resolution to vote by show of hands and declared that the same was passed unanimously.

ITEM NO. 4: RE-APPOINTMENT OF MR. KAMAL MITRA AS DIRECTOR

Mr. R. R. Purani, proposed the following resolution as an Ordinary resolution which was seconded by Mr. S. K. Neje

"RESOLVED THAT Mr. Kamal Mitra, Director of the company who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the company whose period of office shall be liable to determination by retirement of Directors by rotation."

The Chairman put the resolution to vote by show of hands and declared that the same was carried unanimously.

ITEM NO. 5: RE-APPOINTMENT OF MR. KAILASH R LALPURIA AS DIRECTOR

Mr. S. T. More proposed the following resolution as an Ordinary resolution which was seconded by Mr. B. N. Terdale

"RESOLVED THAT Mr. Kailash R Lalpuria, Director of the company who retires by rotation at this meeting and being eligible offers himself for re-appointment, be and is hereby re-appointed as Director of the company whose period of office shall be liable to determination by retirement of Directors by rotation."

The Chairman put the resolution to vote by show of hands and declared that the same was passed unanimously.

ITEM NO. 6: APPOINTMENT OF AUDITORS AND FIX THEIR REMUNERATION

Mr. H. M. Chopade proposed the following resolution as an Ordinary resolution which was seconded by Mr. B. D. Sawant

"RESOLVED THAT M/s. B. K. Shroff & Co., Chartered Accountants, the retiring auditors of the Company be and are hereby reappointed as Auditors of the Company, to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting of the Company on a remuneration to be decided by the Board of Directors. "

The Chairman put the resolution to vote by show of hands and declared that the same was carried nem con.

ITEM NO. 7 : TO CONSIDER PASSING A FRESH RESOLUTION FOR PAYMENT OF REMUNERATION TO MR. KAILASH R LALPURIA

Mr. S. B. Magdum proposed the following resolution as a Special resolution which was seconded by Mr. P. D. Patil

"RESOLVED THAT in supersession of the Resolution passed by the Shareholders at the Extra Ordinary General Meeting held on 26-03-2011 and in accordance with the provisions of Section 198, 269, 309, 310 and 311 read with Schedule XIII and all other



applicable provisions, if any, of the Companies Act, 1956, and subject to such approvals as may be necessary, consent of the Company be and is hereby accorded for payment of Remuneration to Mr. Kailash R Lalpuria, as an Executive Director with effect from 01-01-2011 to 31-12-2013, on the terms and conditions detailed as mentioned in the Explanatory Statement hereunder, with authority to the Remuneration Committee /Board of Directors (herein after referred to as "The Board" which term shall be deemed to include any Committee which the Board may constitute to exercise its powers conferred by this resolution) to alter and vary the terms and conditions of the remuneration within the limits specified in Schedule XIII to the Companies Act, 1956, including any Statutory Modification or Re-enactment thereof, for the time being in force or any amendments and/or modifications that may hereafter be made thereto by the Central Government in that behalf from time to time, or any amendments thereto as may be agreed to between the Board and Mr. Kailash R Lalpuria.

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary , proper or expedient to give effect to this resolution."

The Chairman put the resolution to vote by show of hands and declared that the same was passed unanimously.

ITEM NO. 8 : TO CONSIDER WAIVING OF RECOVERY OF EXCESS PAYMENT OF REMUNERATION PAID TO MR ANIL KUMAR JAIN – CMD

Mr. P. K. Shah proposed the following resolution as a Special resolution which was seconded by Mr. S. K. Agrawal

"RESOLVED THAT pursuant to the provisions of section 309 and other applicable provisions, if any, of the Companies Act, 1956, (hereinafter referred to as "the said Act") including any modification(s) or re-enactment(s) thereof for the time being in force, if any and subject to necessary permission/approval of the Central Government, the Consent of the Company be and is hereby accorded to the Board of Directors to waive off the recovery of remuneration paid to Mr. Anil Kumar Jain, the Chairman & Managing Director of the Company, which is in excess of the limits prescribed under the said Act, details whereof are given as under-

Particulars	Amount (Rs)
Total remuneration paid to Mr. Anil Kumar Jain during the Financial Year 2011-12	Rs 60,00,000/-
Maximum Remuneration permissible, in case of insufficient or in adequate profits as per the provisions of the Act i.e. as per Table (A), of Section – II, of Part – II of Schedule – XIII to the Companies Act, 1956	Rs 24,00,000/-
Excess Remuneration paid	Rs 36,00,000/-

The Chairman put the resolution to vote by show of hands and declared that the same was carried nem con.

ITEM NO. 9 : TO CONSIDER CREATION OF MORTGAGE

Mr. A. G. Halasangi proposed the following resolution as a Special resolution which was seconded by Mr. K. G . Khot

"RESOLVED THAT pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to



create such Charges, Mortgages and Hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such manner as the Board may deem fit, together with power to take over the management and concern of the Company in certain events in favour of Banks/Financial Institutions and other investing agencies to secure Rupee/foreign currency Loans and Working capital facilities availed or proposed to be availed by the Company, provided that the total amount of loans together with interest thereon, additional interest, compound interest, liquidated damages, commitment charges, premia on pre-payment or on redemption, costs, charges, expenses and all other moneys payable by the Company in respect of the said Loans, shall not, at any time exceed the limit of Rs.700 Crores.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things, as well as to execute all such documents, instruments and writings as may be required in order to give effect to the above resolution".

The Chairman put the resolution to vote by show of hands and declared that the same was passed unanimously.

VOTE OF THANKS

The Secretary then proposed a vote of thanks to the Chair.

CLOSURE

The Chairman thanked the members for being present and declared the meeting as closed, since all the business as proposed in the Notice convening the meeting was taken up and transacted.

For **INDO COUNT INDUSTRIES LTD**


SHARAD MOKASHI
DY. COMPANY SECRETARY

