

27<sup>th</sup> July, 2016

The National Stock Exchange of India Limited  
Listing Department,  
Exchange Plaza, Bandra Kurla Complex,  
Bandra (East)  
Mumbai – 400 051

BSE Limited,  
Department of Corporate Services  
Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Company Symbol : **ICIL**

Scrip Code : **521016**

Sir,

Sub: **Summary of proceedings of 27<sup>th</sup> Annual General Meeting held on 26<sup>th</sup> July, 2016**

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Summary of proceedings of the 27<sup>th</sup> Annual General Meeting of Indo Count Industries Limited ("Company") held on Tuesday, 26<sup>th</sup> July, 2016.

This is for your information and record.

Thanking You,

Yours truly,

For **INDO COUNT INDUSTRIES LIMITED**



**AMRUTA AVASARE**  
**COMPANY SECRETARY**

Encl: A/a

Yours truly,

For **INDO COUNT INDUSTRIES LIMITED**

**INDO COUNT INDUSTRIES LIMITED**

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Nariman Point, Mumbai - 400021  
Maharashtra, India  
T 91 22 4341 9500 | F 91 22 2282 3098  
E info@indocount.com  
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**REGISTERED OFFICE**

Office No. 1, Plot No.266, Village Alte  
Kumbhoj Road, Taluka Hatkanangale  
Dist. Kolhapur - 416109  
Maharashtra, India  
T 91 230 3292933 | F 91 230 2483275  
CIN L72200PN1988PLC068972

**Summary of proceedings of the 27<sup>th</sup> Annual General Meeting of Indo Count Industries Limited**

The 27<sup>th</sup> Annual General Meeting (AGM) of the members of Indo Count Industries Limited ("The Company") was held on Tuesday, 26<sup>th</sup> July, 2016 at 12.30 P.M. at Hotel Pavillion, Conference Room, 1<sup>st</sup> Floor, 392, E Ward, Assembly Road, Near Basant Bahar Theater, Shahpuri, Kolhapur – 416 001, Maharashtra. Mr. Anil Kumar Jain Chaired the meeting. The requisite quorum being present, the chairman called the meeting to order. Mr. Mohit Anilkumar Jain – Managing Director, Mr. Kailash R. Lalpuria – Executive Director and Mr. Kamal Mitra – Director (Works) of the Company were also present for the meeting.

The Notice of the Annual General Meeting dated 8<sup>th</sup> June, 2016 along with Corrigendum to the Notice of Meeting were taken as read.

The Executive Chairman's message was read at the meeting.

The Chairman informed the members that there were no qualifications, emphasis of matter or adverse remarks in the Auditors' Report and Secretarial Audit Report for the year ended 31<sup>st</sup> March, 2016.

The following items of the business / the resolutions as per the notice of AGM dated 8<sup>th</sup> June, 2016, were transacted at the meeting and were duly proposed and seconded.

**ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company including Balance Sheet as at 31<sup>st</sup> March, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company including Balance Sheet as at 31<sup>st</sup> March, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Auditors thereon.
3. To confirm the payment of Interim Dividend of Re. 1/- per Equity Share of Rs. 10/- each.
4. To declare a Final Dividend of Re. 1/- per Equity Share of Rs. 10/- each.
5. To appoint a Director in place of Mr. Kamal Mitra (DIN: 01839261) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
6. To ratify the appointment of Auditors to hold office from the conclusion of Twenty Seventh Annual General Meeting till the conclusion of Twenty Eighth Annual General Meeting and to fix their remuneration.

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For Indo Count Industries Ltd.



Company Secretary

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**"RESOLVED THAT** pursuant to the provisions of Section 139, 142 and any other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s) thereof and as recommended by the Audit Committee, the appointment of M/s. B. K. Shroff & Co., Chartered Accountants (ICAI Registration No. 302166E), as the Statutory Auditors of the Company, to hold office from the conclusion of the Twenty Seventh Annual General Meeting till the conclusion of the Twenty Eighth Annual General Meeting be and is hereby ratified;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to the Statutory Auditors as recommended by the Audit Committee."

## **SPECIAL BUSINESS**

### **7. Ordinary Resolution for Appointment of Mr. Mohit Anilkumar Jain as a Director of the Company**

**"RESOLVED THAT** pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Mohit Anilkumar Jain (DIN: 01473966) who was appointed as an Additional Director of the Company w.e.f. 9<sup>th</sup> May, 2016 and who holds office upto the date of this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

### **8. Special Resolution for Appointment of Mr. Mohit Anilkumar Jain as the Managing Director of the Company**

**"RESOLVED THAT** in accordance with the provisions of sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Mohit Anilkumar Jain (DIN: 01473966) as the Managing Director of the Company for a period of 5 years w.e.f. 9<sup>th</sup> May, 2016 on the remuneration and other terms and conditions as set out below, for a period of 3 years from 9<sup>th</sup> May, 2016 to 8<sup>th</sup> May, 2019 with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force):

#### **A) Salary and Perquisites:**

**Basic Salary:** Rs. 10,00,000/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors.

*For Indo Count Industries Ltd.*

  
**Company Secretary**

## **Perquisites and Allowances:**

### Category I

1. Rent Free Fully Furnished Accommodation or House Rent Allowance equal to 100% of the Basic Salary.
2. Furnishing of residential accommodation with free use of all facilities, Repairs and House Maintenance, Medical Allowance, Servant / Helper Allowance, Re-imbusement of gas, electricity, water charges or any other utilities, Special Allowance or such other allowances as may be decided by the Board - Upto 40% of Basic Salary.
3. Chauffer Driven Company Cars for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the cars.
4. Telephone, Mobile & other Communication facilities, computers, laptops at the Residence for official purpose and expenses incurred thereof.
5. Payment of membership fees for clubs in India including any admission / life membership fees and other allied expenses.
6. Leave Travel Allowance (LTA) - As per the policy of the Company for the Executive Chairman / Managing Director / Whole-Time Directors of the Company.
7. Travelling Expenses – As per the Travel Policy of the Company for the Directors of the Company.
8. Medical / Health Insurance - As per the Medical Insurance policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
9. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy taken for Mr. Mohit Anilkumar Jain, Managing Director shall be borne by the Company.
10. Any other allowances, benefits and perquisites as per the rules and / or policy of the Company as are applicable to the Managing Director of the Company and / or which may become applicable in the future, subject to the recommendation of the Nomination and Remuneration Committee.

### Category II

The Company's contribution to Provident Fund, Superannuation or Annuity fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

*For Indo Count Industries Ltd.*

  
*Company Secretary*



## **B) Commission**

The Commission as may be approved by the Board (or a Committee thereof) for each financial year. Total remuneration may exceed 5% of the net profits, subject to the overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profit, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Overall Remuneration:

The aggregate of salary, allowances and perquisites in a financial year shall not exceed the limits prescribed under Section 197, Schedule V and other relevant provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**RESOLVED FURTHER THAT** any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Mohit Anilkumar Jain during a period of 3 years w.e.f. 9<sup>th</sup> May, 2016 be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

**RESOLVED FURTHER THAT** in the case of absence or inadequacy of profits during the period of 3 years w.e.f. 9<sup>th</sup> May, 2016, total remuneration payable to Mr. Mohit Anilkumar Jain, Managing Director, by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

**RESOLVED FURTHER THAT** Mr. Mohit Anilkumar Jain, Managing Director shall be liable to retire by rotation;

**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."

### **9. Special Resolution for Re-appointment of Mr. Anil Kumar Jain - "Executive Chairman" of the Company**

**"RESOLVED THAT** in accordance with the provisions of sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Anil Kumar Jain (DIN: 00086106) as a Whole-Time Director of the Company designated as "Executive Chairman" for a period of 3 years w.e.f. 1<sup>st</sup> October, 2016 on the remuneration and other terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of

*For Indo Conch Industries Ltd.*

  
*Company Secretary*

the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

**(A) Salary and Perquisites:**

**Basic Salary:** Rs. 14,00,000/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors.

**Perquisites and Allowances**

Category I

1. Rent Free Fully Furnished Accommodation or House Rent Allowance equal to 100% of the Basic Salary.
2. Furnishing of residential accommodation with free use of all facilities, Repairs and House Maintenance, Medical Allowance, Servant / Helper Allowance, Re-imburement of gas, electricity, water charges or any other utilities, Special Allowance or such other allowances as may be decided by the Board - Upto 40% of Basic Salary.
3. Chauffeur Driven Company Cars for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the cars.
4. Telephone, Mobile & other Communication facilities, computers, laptops at the Residence for official purpose and expenses incurred thereof.
5. Payment of membership fees for clubs in India including any admission / life membership fees and other allied expenses.
6. Leave Travel Allowance (LTA) - As per the policy of the Company for the Executive Chairman / Managing Director / Whole-Time Directors of the Company.
7. Travelling Expenses – As per the Travel policy of the Company for the Directors of the Company.
8. Medical / Health Insurance - As per the Medical Insurance policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
9. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy taken for Mr. Anil Kumar Jain, Executive Chairman shall be borne by the Company.
10. Any other allowances, benefits and perquisites as per the rules and / or policy of the Company as are applicable to the Executive Chairman of the Company and / or which may become applicable in the future, subject to the recommendation of the Nomination and Remuneration Committee.

Category II

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity

For Indo Conch Industries Ltd.

  
Company Secretary



payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

**(B) Commission**

The Commission as may be approved by the Board (or a Committee thereof) for each financial year. Total remuneration may exceed 5% of the net profits as calculated under section 198 of the Act, subject to, the overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**RESOLVED FURTHER THAT** any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Anil Kumar Jain during his tenure of office be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profit, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

**RESOLVED FURTHER THAT** in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Anil Kumar Jain, Executive Chairman, total remuneration payable to him by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

**RESOLVED FURTHER THAT** Mr. Anil Kumar Jain, Executive Chairman shall not be liable to retire by rotation;

**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."

10. **Special Resolution for Re-appointment of Mr. Kailash R. Lalpuria - Executive Director of the Company.**

"RESOLVED THAT in accordance with the provisions of sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Kailash R. Lalpuria (DIN: 00059758) as a Whole-Time Director designated as "Executive Director" of the Company for a period of 3 years w.e.f. 1<sup>st</sup> October, 2016 on the remuneration and other terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013;

For Indo Court Industries Ltd.

  
Company Secretary

## **(A) Salary and Perquisites**

**Basic Salary:** Rs. 2,93,335/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors.

### **Perquisites and Allowances**

#### Category I

1. House Rent Allowance - Upto 50% of the Basic Salary.
2. Servant Allowance, Medical Allowance, Special Allowance or any other Allowance as may be decided by the Board - Upto 40% of Basic Salary.
3. Chauffeur Driven Company Car for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the car.
4. Telephone, Mobile & other Communication facilities, computers, laptops at the Residence for official purpose and expenses incurred thereof.
5. Leave Travel Allowance (LTA) - As per the policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
6. Travelling Expenses – As per the policy of the Company for Directors of the Company.
7. Medical / Health Insurance - As per the Medical Insurance policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
8. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy taken for Mr. Kailash R. Lalpuria, Executive Director shall be borne by the Company.

#### Category II

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

## **(B) Commission**

The Commission as may be approved by the Board (or a Committee thereof) for each financial year provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**RESOLVED FURTHER THAT** any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Kailash R. Lalpuria during his tenure of office be determined by the Board, pursuant to

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Company Secretary



the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Directors is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

**RESOLVED FURTHER THAT** in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Kailash R. Lalpuria, Executive Director, total remuneration payable to him by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

**RESOLVED FURTHER THAT** Mr. Kailash R. Lalpuria, Executive Director shall be liable to retire by rotation;

**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."

11. **Special Resolution for Re-appointment of Mr. Kamal Mitra - Director (Works) of the Company.**

"**RESOLVED THAT** in accordance with the provisions of sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Kamal Mitra (DIN: 01839261) as Whole-Time Director designated as Director (Works) of the Company for a period of 3 years w.e.f. 1st October, 2016 on the remuneration and other terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013;

**(A) Salary and Perquisites**

Basic Salary: Rs. 1,68,402/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors of the Company.

Perquisites and Allowances

Category I

1. House Rent Allowance - Upto 50% of the Basic Salary.
2. Medical Reimbursement – As per the policy of the Company.
3. Leave Travel Allowance (LTA) - As per the policy of the Company for the Executive Chairman / Managing Director / Whole-Time Directors of the Company.
4. Chauffeur Driven Company Car for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the car.

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Company Secretary

5. Travelling Expenses – As per the policy of the Company for Directors of the Company.
6. Medical / Health Insurance - As per the Medical Insurance policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
7. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy taken for Mr. Kamal Mitra, Director (Works) shall be borne by the Company.

#### Category II

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included for the purpose of computation of the overall ceiling of remuneration.

#### **(B) Commission**

The Commission as may be approved by the Board (or a Committee thereof) for each financial year provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**RESOLVED FURTHER THAT** any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Kamal Mitra during his tenure of office be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**RESOLVED FURTHER THAT** in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Kamal Mitra Director (Works), total remuneration payable to him by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**RESOLVED FURTHER THAT** Mr. Kamal Mitra, Director (Works) shall be liable to retire by rotation;

**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."

#### 12. **Special Resolution for Increase in borrowing powers of the Board**

"**RESOLVED THAT** in supersession of the Special Resolution passed by the shareholders of the Company on 23<sup>rd</sup> August, 2014 and pursuant to any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is

FOR INDO COAL INDUSTRIES LTD.

  
Company Secretary



hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include person(s) authorized and / or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Mutual Funds, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, in addition to the monies already borrowed by the Company, (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of paid up capital and free reserves of the Company, provided that the total amount of money or monies so borrowed and outstanding at any time shall not exceed Rs. 1,600 Crores (Rupees One Thousand Six Hundred Crores Only);

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, execute such documents as may be considered necessary, desirable or expedient for giving effect to this Resolution."

**13. Special Resolution for Increase in the power of creation of charge**

**"RESOLVED THAT** in supersession of the resolution passed by the shareholders of the Company on 23<sup>rd</sup> August, 2014 and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment(s) thereto or re-enactment (s) thereof), the consent 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 from manner and with such ranking and on such terms as the Board may deem fit, in favour of the Lenders / Trustee to secure borrowings upto Rs. 1,600 Crores;

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion to give effect to this resolution."

The Members were informed that:

- The Company had provided e-voting facility to all Members through CDSL platform. The e-voting facility was available from 9.00 a.m. July 22, 2016 to 5.00 p.m. on July 25, 2016.
- Members who do not have access to e-voting facility or Members who could not cast vote through e-voting may cast their vote through poll/ballot papers.
- Mr. C. V. Kulkarni, Practising Company Secretary was the Scrutiniser for e-voting and poll/ballot process and the votes cast through e-voting will be counted by the scrutinizer after the conclusion of the proceedings of this AGM.

For Indo Count Industries Ltd.

  
Company Secretary

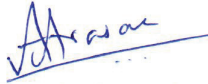
- The combined result of e-voting & poll along with the scrutinizers report would be uploaded on the website of the Company as well as website of CDSL and Stock Exchanges within 48 hours from the conclusion of the AGM.

However, no Members of the Company casted vote through poll / ballot paper.

Certain queries were raised by members which were replied.

There being no other item on the agenda, the Chairman closed the proceedings of meeting.

For **Indo Count Industries Limited**



**Amruta Avasare**  
**Company Secretary**