



Count On Us...

# Indo Count Industries Limited

301, 'ARCADIA', 3rd Floor, Nariman Point, Mumbai - 400 021, INDIA  
Tel : 022-4341 9500, 2285 6534 / 35 • Fax : 022-2282 3098, 2204 1028  
E-mail : indo@indocount.com • Website : www.indocount.com  
CIN : L72200PN1988PLC068972

25<sup>th</sup> August, 2014

To  
All Independent Director  
Indo Count Industries Limited

**Subject: Your appointment as an Independent Director of Indo Count Industries Limited**

**Ref: Companies Act, 2013, Rules made thereunder and Clause 49 of the Listing Agreement**

Dear Sirs,

We are pleased to inform you that the Members of the Company at their 25<sup>th</sup> Annual General Meeting held on Saturday, the 23<sup>rd</sup> August, 2014, have approved your appointment as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 consecutive years for a term up to 15<sup>th</sup> August, 2019.

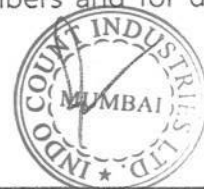
This letter of appointment setting out the terms and conditions thereof including remuneration is being issued to you, in terms of Clause IV (4) of Schedule IV to the said Act.

The aforesaid Schedule IV *inter alia* covers the guidelines of professional conduct, role and functions, duties etc., of Independent Directors. Further, Section 166 of the Companies Act, 2013, provides for the duties of the Directors of a company. The extract of the relevant provisions of the Companies Act, 2013 along with the Schedule is enclosed as Annexure-I for your perusal.

Further, you shall also endeavour to provide the necessary disclosure under all applicable laws and adhere to various Codes and Policies formulated and adapted by the Company, from time to time.

Please note that for all the functions discharged by you, the Company will be paying Sitting Fees for meetings of the Board and Committees as well as annual profit related commission, as may be decided by the Board (or a Committee thereof), within the limits set out under the applicable laws.

Further, the Company shall reimburse you for all reasonable out of pocket expenses incurred for attending the various meetings of the Board/Committee/Members and for discharging the fiduciary obligations towards the Company.





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In the event that the circumstances seem likely to change and which may give rise to a conflict of interest or, when applicable circumstances that might lead to Board to review its judgment that you are Independent, the same may be disclosed to the Company.

Looking forward to your continuing support and guidelines.

Thanking you once again,

With kind regards,



**R. Sundaram**  
Chief Financial Officer & Company Secretary