

## Notice

NOTICE IS HEREBY GIVEN THAT the 24th Annual General Meeting of the Company will be held as scheduled below:

Day : Saturday,

Date : the 20th July, 2013

Time : at 12.30 p.m.,

Place : at the Registered Office of the Company at Office No 1, Village Alte, Taluka Hatkanangale, Dist. Kolhapur 416 109, Maharashtra to transact the following business:

### AS ORDINARY BUSINESS

1. To consider and adopt the Profit & Loss Account of the Company for the Financial Year ended 31-03-2013, the Balance Sheet as at that date and the Report of Directors' and Auditors' thereon.
2. To elect a Director in place of Mr. R. Anand, who retires by rotation and being eligible offers himself for re-appointment.
3. To elect a Director in place of Mr. Sushil Kumar Jiwarkja, who retires by rotation and being eligible offers himself for re-appointment.
4. To elect a Director in place of Mr. Dilip J Thakkar, who retires by rotation and being eligible offers himself for re-appointment.
5. To elect a Director in place of Mr. Prem Malik, who retires by rotation and being eligible offers himself for re-appointment.
6. To appoint Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of next Annual General Meeting and to fix their remuneration.

### AS SPECIAL BUSINESS

7. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.

"RESOLVED THAT 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. Anil Kumar Jain, as Chairman & Managing Director with effect from 01-10-2013 to 30-09-2016, on the terms and conditions detailed as under, 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. Anil Kumar Jain: detailed as under: (1) Designation: Chairman & Managing Director; (2) Period: 01-10-2013 to 30-09-2016; (3) Basic Salary: ₹ 500,000/- p.m. with an annual increment of ₹ 50,000/- p.m. in the Basic Salary. First increment payable on 01-01-2014 thereafter on 1st January every year; (4) House Rent Allowance: Upto 60% of Basic Salary; (5) Other Perquisites and Allowances: (a) Leave Travel Assistance, (b) Servant Allowance, (c) Soft Furnishing Allowance, (d) Medical Expenses, (e) Special Allowance, (f) Any other allowance as may be decided by the Board upto 40% of Basic Salary; (6) Other Benefits: (a) Earned/privilege Leave: As per Rules of the Company, (b) Gratuity: As per Rules of the Company, (c) Chauffer Driven Company Cars, Telephone & Other Communication facilities at the Residence for official purpose: Use of Company's cars, telephone and other communication facilities at the residence, for official purposes as per Rules of the Company, (d) Personal Accident Insurance: Premium not exceeding ₹ 20,000/- per annum; (7) Commission: Upto 5% of the net profit as computed under section 349 of the Companies Act, 1956.

RESOLVED FURTHER THAT maximum remuneration payable to Mr. Anil Kumar Jain will be Basic Salary & Perquisites and Commission as mentioned hereinabove subject to ceiling provided in Schedule XIII to the Companies Act, 1956.

RESOLVED FURTHER THAT the following Perquisites shall not be included in computation of the ceiling on the Remuneration as mentioned above:

- a) Superannuation fund or Annuity fund to the extent these either singly or put together, are not taxable under the Income Tax Act, 1961.
- b) Gratuity payable at a rate not exceeding half month's salary for each completed year of service.
- c) Encashment of leave as per rules of the Company.

### MINIMUM REMUNERATION

RESOLVED FURTHER THAT notwithstanding anything hereinabove stated, after aforesaid revision in the remuneration, the Company shall pay Mr. Anil Kumar Jain, the remuneration comprising of Basic Salary, House Rent Allowance & Other Perquisites and Allowances as mentioned hereinabove, as minimum remuneration.

8. To consider and if thought fit, to pass with or without modification the following resolution as an Special Resolution.

"RESOLVED THAT 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. R. N. Gupta, as Jt. Managing Director, with effect from 01-10-2013 to 30-09-2016, on the terms and conditions detailed as under, 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. R. N. Gupta, detailed as under: (1) Designation: Jt. Managing Director; (2) Period: 3 years with effect from 01-10-2013 to 30-09-2016; (3) Basic Salary: ₹ 92,000/- p.m. with an annual increment upto ₹ 20,000/- p.m. in the Basic Salary. First increment will be on 01-01-2014, and thereafter 1st January every year; (4) House Rent Allowance upto 50% of Basic Salary; (5) Medical Reimbursement: ₹ 1,250/- p.m.; (6) Leave Travel Assistance: ₹ 1,500/- p.m.; (7) Bonus/Ex-gratia: As applicable to Senior Executives of the Company from time to time;. (8) Other Benefits: (i) Earned/privilege Leave: As per Rules of the Company, (ii) Gratuity: As per Rules of the Company, (iii) Chauffeur Driven Company Car, Telephone & Other Communication facilities at he Residence for Official purpose: As per Rules of the Company, (iv) Personal Accident Insurance: Premium not exceeding ₹ 5,000/- per annum; (9) Term of office: The term of office shall be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT the following Perquisites shall not be included in computation of the ceiling on the Remuneration as mentioned above:

Superannuation fund or Annuity fund to the extent these either singly or put together, are not taxable under the Income Tax Act, 1961.

Gratuity payable at a rate not exceeding half month's salary for each completed year of service.

Encashment of leave as per rules of the Company.

#### MINIMUM REMUNERATION

RESOLVED FURTHER THAT not withstanding anything hereinabove stated, where in any financial year, after aforesaid revision in the remuneration, the Company incurs a Loss or has no Profits or its Profits are inadequate, the Company shall pay to Mr. R.N. Gupta, the remuneration by way of Salary, HRA, Ex-gratia and other allowances as aforesaid as minimum remuneration.

9. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.

"RESOLVED THAT in supersession of the Resolution passed by the Share holders at the General Meeting held on 25-08-2012 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 Executive Director with effect from 01-01-2014 to 30-09-2016, on the terms and conditions detailed as under, 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, detailed as under: (1) Designation: Executive Director; (2) Period: 2 Years and 9 months with effect from 01-1-2014 to 30-09-2016; (3) Basic Salary: ₹ 153,332/- p.m. with an annual increment upto ₹ 30,000/- p.m. in the Basic Salary. First increment will be on 01-01-2014 and thereafter 1st January every year; (4) House Rent Allowance upto 50% of Basic salary. Special Allowance ₹ 97,950/ p.m.; (5) Conveyance Allowance: ₹ 800/- p.m.; (6) Medical Allowance: ₹ 1,250/- p.m.; (7) Bonus/Ex-Gratia: ₹ 10,000/- p.m.; (8) Leave Travel Assistance: ₹ 10,000/- p. m.; (9) Servant Allowance: ₹ 3,500/- p.m.; (10) Reimbursement of Fuel: At actual incurred in performance of office duties.; (11) Reimbursement of Telephone bills: At actual incurred in performance of office duties.; (12) Term of Office: Term of office shall be liable to determination by retirement of Directors by rotation.

RESOLVED FURHTER THAT the following Perquisites shall not be included in computation of the ceiling on the Remuneration as mentioned above:

Superannuation fund or Annuity fund to the extent these either singly or put together, are not taxable under the Income Tax Act, 1961.

Gratuity payable at a rate not exceeding half month's salary for each completed year of service.

Encashment of leave as per rules of the Company.

#### MINIMUM REMUNERATION

RESOLVED FURHTER THAT not withstanding anything hereinabove stated, where in any financial year, after

aforsaid revision in the remuneration, the Company incurs a Loss or has no Profits or its Profits are inadequate, the Company shall pay to Mr. K. R. Lalpuria, the remuneration by way of Salary, HRA, Ex-gratia and other allowances as aforesaid as minimum remuneration.

10. To consider and if thought fit, to pass with or without modification the following resolution as an Ordinary Resolution.

“RESOLVED THAT 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. Kamal Mitra, as Director (Works) with effect from 01-10-2013 to 30-09-2016, on the terms and conditions detailed as under, 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. Kamal Mitra: detailed as under: (1) Designation: Director (Works); (2) Period: 01-10-2013 to 30-09-2016; (3) Basic Salary: ₹ 115,700/- p.m. with an annual increment upto ₹ 25,000/- p.m. in the Basic Salary. First increment will be on 01-01-2014, and thereafter 1st January every year; (4) House Rent Allowance upto 50% of Basic Salary; (5) Medical Reimbursement: ₹ 1,250/- p.m.; (6) Bonus/Ex-gratia: As applicable to Senior Executives of the Company from time to time.; (7) Other Benefits: (i) Earned/privilege Leave: As per Rules of the Company, (ii) Company’s Contribution to the Recognised Provident Fund and Superannuation Fund: As per Rules of the Company, (iii) Gratuity: As per Rules of the Company, (iv) Chauffer Driven Company Car, Telephone & Other Communication facilities at the Residence for Official purpose: As per Rules of the Company; (8) Term of Office: Term of office shall be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT the following Perquisites shall not be included in computation of the ceiling on the Remuneration as mentioned above:

- Superannuation fund or Annuity fund to the extent these either singly or put together, are not taxable under the Income Tax Act, 1961.
- Gratuity payable at a rate not exceeding half month’s salary for each completed year of service.
- Encashment of leave as per rules of the Company.

#### MINIMUM REMUNERATION

RESOLVED FURTHER THAT not withstanding anything hereinabove stated, where in any financial year, after aforesaid revision in the remuneration, the Company incurs a Loss or has no Profits or its Profits are inadequate, the Company shall pay to Mr. Kamal Mitra, the remuneration by way of Salary, HRA, Ex-gratia and other allowances as aforesaid as minimum remuneration.

11. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution

“RESOLVED THAT in accordance with the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956 as amended from time to time, M/s Unic Consultant, a proprietary concern owned by Mr. Mohit Kumar Jain, son of Mr. Anil Kumar Jain, the Chairman and Managing Director, be and is hereby appointed as “Marketing Consultant” with effect from 01-04-2013, for a period of 3 years on the terms detailed as under:-

- Commission of 0.20% on the Gross export sales of Home Textile Division.
- All statutory levies that may be imposed by the law from time to time will be paid at actual on the above commission.

subject to approval of Shareholders and the Central Government and any such other approvals as may be necessary for the time being in force.

12. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution

“RESOLVED THAT consent of the Company be and is hereby accorded in accordance with the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956, as amended from time to time, for payment of salary of ₹ 87,050/- p.m. to Ms. G. D, Jain, DGM Exports, wife of Mr. Anil Kumar Jain, the Chairman and Managing Director, with effect from 01-01-2013

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded in accordance with the provisions of section 314 and other applicable provisions , if any, of the Companies Act, 1956, to make payment of salary upto Rs 250,000/- per month after considering the increment from time to time as recommended by the Remuneration Committee and approved by the Board.”

13. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution

“RESOLVED THAT consent of the Company be and is hereby accorded in accordance with the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956, as amended from time to time, for payment of salary of ₹ 87,050/- p.m. to Ms. Shikha, Jain, DGM, Marketing, daughter in law of Mr. Anil Kumar Jain, the Chairman and Managing Director, with effect from 01-01-2013

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded in accordance with the provisions of section 314 and other applicable provisions, if any, of the Companies Act, 1956, to make payment of salary upto Rs 250,000/- per month after considering the increment from time to time as recommended by the Remuneration Committee and approved by the Board.”

14. To consider and if thought fit, to pass with or without modification the following resolution as a Special Resolution “RESOLVED THAT consent of the Company be and is hereby accorded in accordance with the provisions of Section 314 and other applicable provisions, if any, of the Companies Act, 1956, as amended from time to time, for payment of salary of ₹ 92,050/- p.m. to Ms. Neha Singhvi,

DGM Fashion Design, daughter of Mr. Anil Kumar Jain, the Chairman and Managing Director, to with effect from 01-01-2013

RESOLVED FURTHER THAT the consent of the Company be and is hereby accorded in accordance with the provisions of section 314 and other applicable provisions, if any, of the Companies Act, 1956, to make payment of salary upto Rs 250,000/- per month after considering the increment from time to time as recommended by the Remuneration Committee and approved by the Board.”

**By Order of the Board**  
**R Sundaram**  
*Company Secretary*

Mumbai: 24<sup>th</sup> May 2013

## EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

### Item No. 7

On a recommendation of the Remuneration Committee Meeting held on 23-05-2013, the Board of Directors at their Meeting held on 24-05-2013, have approved revised Remuneration payable to Mr. Anil Kumar Jain, the CMD, with effect from 01-10-2013 to 30-09-2016, subject, however, to the approval of Members by an Ordinary Resolution at the General Meeting.

The revised terms of Remuneration payable to Mr. Anil Kumar Jain, are within the limits as specified in the Schedule XIII to the Companies Act, 1956.

The above information may also be treated as an abstract of the Memorandum of interest of Mr. Anil Kumar Jain, the CMD, pursuant to the provisions of Section 302 of the Companies Act, 1956.

Board recommends the resolution set out in item No. 7 of the Notice, for your approval.

Except, Mr. Anil Kumar Jain, none of the Directors of the Company is, in any way, concerned or interested in the Resolution.

### Item No. 8

On a recommendation of the Remuneration Committee Meeting held on 23-05-2013, the Board of Directors at their Meeting held on 24-05-2013, have approved revised Remuneration payable to Mr. R. N. Gupta, Jt. Managing Director, with effect from 01-10-2013 to 30-09-2016, subject, however, to the approval of Members by an Ordinary Resolution at the General Meeting.

The revised terms of Remuneration payable to Mr. R. N. Gupta, are within the limits as specified in the Schedule XIII to the Companies Act, 1956.

The above information may also be treated as an abstract of the Memorandum of interest of Mr. R. N. Gupta, the Jt. Managing Director, pursuant to the provisions of Section 302 of the Companies Act, 1956.

Board recommends the resolution set out in item No. 8 of the Notice, for your approval.

Except, Mr. R. N. Gupta, none of the Directors of the Company is, in any way, concerned or interested in the Resolution.

### Item No. 9

On a recommendation of the Remuneration Committee Meeting held on 23-05-2013, the Board of Directors at their Meeting held on 24-05-2013, have approved revised Remuneration payable to Mr. Kailash R Lalpuria, Executive Director, with effect from 01-01-2014 to 30-09-2016, subject, however, to the approval of Members by an Ordinary Resolution at the General Meeting.

The revised terms of Remuneration payable to Mr. Kailash R Lalpuria, are within the limits as specified in the Schedule XIII to the Companies Act, 1956.

The above information may also be treated as an abstract of the Memorandum of interest of Mr. Kailash R Lalpuria, the Executive Director, pursuant to the provisions of Section 302 of the Companies Act, 1956.

Board recommends the resolution set out in item No. 9 of the Notice, for your approval.

Except, Mr. Kailash R Lalpuria, none of the Directors of the Company is, in any way, concerned or interested in the Resolution.

### Item No. 10

On a recommendation of the Remuneration Committee Meeting held on 23-05-2013, the Board of Directors at their Meeting held on 24-05-2013, have approved revised Remuneration payable to Mr. Kamal Mitra, the Director (Works), with effect from 01-10-2013 to 30-09-2016, subject, however, to the approval of Members by an Ordinary Resolution at the General Meeting.

The revised terms of Remuneration payable to Mr. Kamal Mitra, are within the limits as specified in the Schedule XIII to the Companies Act, 1956.



The above information may also be treated as an abstract of the Memorandum of interest of Mr. Kamal Mitra, the Director (Works), pursuant to the provisions of Section 302 of the Companies Act, 1956.

Board recommends the resolution set out in item No. 10 of the Notice, for your approval.

Except, Mr. Kamal Mitra, none of the Directors of the Company is, in any way, concerned or interested in the Resolution.

#### Item No 11

M/s Unic Consultants, which is a proprietary concern of Mr. Mohit Kumar Jain, son of Mr. Anil Kumar Jain (CMD) of the Company, is working as Marketing Consultant with the Company, since July, 2003. Currently a remuneration of ₹ 150,000/- p.m is being paid to M/s Unic Consultant. The said remuneration is exclusive of the out of pocket expenses, which are reimbursed on actual basis.

Considering the past performance and the future role of M/s Unic Consultants in the near future for placing the Companies Products in the International Market it is proposed to enter into a Marketing Consultant Agreement.

In terms of provision of section 314 of the Companies Act, 1956, the payment of amount under the Marketing Consultant Agreement is subject to permission from the Shareholders and Central Government.

Board recommends the resolution set out in item No. 11 of the Notice, for your approval.

Except, Mr. Anil Kumar Jain, none of the Directors of the Company is, in any way, concerned or interested in the Resolution.

#### Item No. 12, 13 and 14

Ms. G. D, Jain, DGM Exports, Ms. Shikha Jain, DGM Marketing and Ms. Neha Singhvi, DGM Fashion Design, are relatives of Mr. Anil Kumar Jain (CMD) of the Company, whose salary has been revised as per resolution.

In terms of amended provision of section 314 of the Companies Act, 1956, the payment of above remuneration is subject to permission from the Shareholders.

Board recommends the resolution set out in item No. 12 to 14 of the Notice, for your approval.

Except, Mr. Anil Kumar Jain, none of the Directors of the Company is, in any way, concerned or interested in the Resolution.

#### Additional information: As required in terms of Para VI (A) of Clause 49 of the Listing Agreement

Brief profile of Mr R. Anand, who retires by rotation and is eligible for re-appointment

Mr R Anand, is a Science graduate and is associated with Textile industry for about 44 years. Mr Anand is on the Board of the Company since 27th September 1996.

Outside Directorship : 1) Eastern Engineering Co. (Bombay) Pvt. Ltd. 2) Nova Silk Pvt. Ltd. 3) NCL Industries Ltd. 4) ETS Eastern Services Pvt. Ltd. 5) NSL Textiles Ltd. 6) Pranavadiya Spinning Mills Ltd. 7) Marzoli Textile Machinery Manufacturers Pvt. Ltd. 8) Ferrari Eastern Fans India Pvt. Ltd. 9) Smit Textile Machinery Manufacturers Pvt. Ltd.

Committee Chairmanship/Membership :

Name of the Company	Audit Committee	Remuneration Committee
Indo Count Industries Ltd.	Member	Chairman
Pranavadiya Spinning Mills Ltd.	Member	--
NSL Textiles Ltd.	Member	--

Brief profile of Mr Sushil Kumar Jiwrajka, who retires by rotation and is eligible for re-appointment

Mr Sushil Kumar Jiwrajka is a Commerce graduate and has rich experience in Business Administration for more than 33 years . Mr Jiwrajka has been on the Board of the Company since 27th January 1999.

Outside Directorship : 1) Essjay Ericsson Pvt Ltd. 2) Artheon Electronics Ltd. 3) Artheon Battery Company Pvt Ltd. 4) Artheon Televentures Pvt Ltd. 5) Artheon Advisors Pvt. Ltd. 6) Ericsson India Pvt Ltd. 7) Associated Electronic Research Foundation. 8) Sharda Inventions Pvt Ltd. 9) Nova Telsec Ltd. 10) Flexenclosure Telecom India Pvt. Ltd. 11) Omnigrd Micro Power Company Pvt. Ltd. 12) Isprava Technologies Ltd. 13) Essay Infra Resources Pvt. Ltd. 14) Zamin India Power Company Pvt. Ltd. 15) Zamin India Energy Company Pvt. Ltd. 16) Andhra Petroleum Land Company Pvt. Ltd. 17) Andhra Petroleum Company Pvt. Ltd. 18) Securus First India Pvt. Ltd.

Committee Chairmanship/Membership : Nil

Brief profile of Mr Dilip Thakkar, who retires by rotation and is eligible for re-appointment

Mr Dilip J Thakkar is a Chartered Accountant by profession and is specialized in Taxation, Audit and FEMA rules and regulations and has over 52 years of experience. Mr Thakkar has been associated with the Company since 28th January 2003.

Outside Directorship : 1) Rajasvi Properties Holdings Pvt Ltd. 2) Poddar Developers Ltd. 3) Starrock Investment & Trading Pvt Ltd. 4) Panasonic Energy India Co. Ltd. 5) Essar Oil Ltd. 6) The Ruby Mills Ltd. 7) PAE Ltd. 8) Himatsingka Seide Ltd. 9) Blueberry Trading Company Pvt Ltd. 10) Township Real Estate Developers Pvt Ltd. 11) Hamlet Construction India (Private) Ltd. 12) Walchandnagar Industries Ltd. 13) Windmere Hospitality (India) Pvt Ltd. 14) Skidata India Pvt. Ltd. 15) Garware Polyester Ltd. 16) Essar Ports Ltd. 17) Modern India Ltd. 18) Ameya Logistics Pvt Ltd. 19) Premier Ltd. 20) Magus Estate & Hotels Ltd. 21) Westlife Development Ltd. 22) Universal Trustee Pvt. Ltd.

### Committee Membership/Chairmanship :

Name of the Company	Audit Committee	Investors' Grievances Committee	Share Transfer Committee
Panasonic Energy India Co. Ltd	Chairman	--	--
Essar Oil Ltd	Chairman	Member	--
PAE Ltd.	Chairman	--	--
Himatsingka Seide Ltd	Chairman	--	--
Walchandnagar Industries Ltd	Chairman	Member	--
Premer Ltd	Member		
Magus Estate & Hotels Ltd	Member		
Westlife Development Ltdq	Member		

Brief profile of Mr Prem Malik, who retires by rotation and is eligible for re-appointment

Mr. Prem Malik is an M.A. (Master of Arts) and possesses rich experience in the Textile field and has been on the Board of the Company since 30-10-2009.

Outside Directorship : 1) Spentex Industries Ltd. 2) GTN Textile Industries Ltd. 3) Gyscoal Alloys Ltd. 4) Ginni International Ltd. 5) Patspin India Ltd. 6) Smilesville Care Pvt Ltd. 7) Four Seasons Residency Ltd. 8) Lahoti Overseas Ltd. 9) Alder Trading Co. Pvt Ltd. 10) CLC Textiles Park Pvt. Ltd. 11) Cotton Association of India 12) Bombay Textile Research Association (BTRA) 13) Confederation of Indian Textile Industries (CITI).

### Committee Membership/Chairmanship :

Name of the Company	Audit Committee	Remuneration Committee	Investors' Grievances Committee
GTN Textiles Ltd	Member	Member	Member
Spentex Industries Ltd	Member	Chairman	
Patspin India Ltd	Member		

### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The proxy form should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the aforesaid Meeting.

2. Register of Members and the Share Transfer Books of the Company will remain closed from 18-07-2013 to 20-07-2013 (both days inclusive).
3. Members are requested to:
  - (i) intimate, changes, if any, in their Registered Addresses immediately;
  - (ii) intimate about consolidation of folios if shareholdings are under multiple folios;
  - (iii) Pursuant to the provisions of section 205C of the Companies Act, 1956, all unpaid dividend upto financial year ended 2001-02 have been transferred to the Investor Education and Protection Fund (IEPF) of the Central Government. Once the unpaid amount is transferred to the IEPF, no claims shall lie against the IEPF or the company in respect of individual amounts which were unclaimed or unpaid.
  - (vi) quote ledger Folio No./DPID/Client ID in all their correspondence; to the Company's Registrar & Transfer Agent:-  
M/s Link Intime India Pvt. Ltd  
A-40, 2nd Floor, Naraina Industrial Area, Phase –II,  
Near Batra Banquet Hall, New Delhi 110028,  
Telephone Nos +91- 011- 41410592 – 95  
Fax No +91-011 -41410591
4. MEMBERS ARE ADVISED TO SEND ALL SHARE TRANSFERS AND RELATED CORRESPONDENCE TO THE REGISTRAR AND SHARE TRANSFER AGENT AT THE ABOVE ADDRESS.
5. Members/Proxies should bring the attendance slip duly filled in for attending the aforesaid meeting.
6. In terms of CDR sanction dated 08-12-2008, the Company has issued additional 11,00,000 equity shares of ₹ 10/- each for cash at par to the Promoters and the Relevant Date for the said issue is the CDR sanction date being 08-12-2008, instead of 18-10-2012 as mentioned in the EOGM Notice dated 12-10-2012. Members are requested to take note of the said change.
7. Shareholders intending to require information about accounts to be explained in the Meeting are requested to inform the Company at least 7 days in advance of the Annual General Meeting.

**By Order of the Board**  
**R Sundaram**  
Company Secretary

Mumbai: 24<sup>th</sup> May 2013

# INDO COUNT INDUSTRIES LIMITED

Registered Office : Office No. 1, Village Alte, Taluka Hatkanangale, Dist. Kolhapur - 416109, Maharashtra

## PROXY FORM

I / We \_\_\_\_\_  
of \_\_\_\_\_ in the district of \_\_\_\_\_  
being a Member / Members of the above named Company, hereby appoint Mr./Miss/Mrs. \_\_\_\_\_  
\_\_\_\_\_ of \_\_\_\_\_ in the district  
of \_\_\_\_\_ or failing him / her \_\_\_\_\_  
of \_\_\_\_\_ in the district of \_\_\_\_\_

as my / our Proxy to vote for me / us on my / our behalf at the **24<sup>th</sup> Annual General Meeting** of the Company, to be held at Office No. 1, Village Alte, Taluka Hatkanangale, Dist. Kolhapur - 416109, Maharashtra on **Saturday, the 20<sup>th</sup> July, 2013 at 12.30 p.m.**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013

DP ID* / Folio No.	
Client ID *	

No. of Shares	
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Address \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signature \_\_\_\_\_

Affix  
One Rupee  
Revenue  
Stamp

**Note:** The Proxy Form duly filled duly completed, stamped and signed must be deposited at the Registered Office of the Company not less than Forty Eight hours before the time of holding the meeting.

# INDO COUNT INDUSTRIES LIMITED

Registered Office : Office No. 1, Village Alte, Taluka Hatkanangale, Dist. Kolhapur - 416109, Maharashtra

## ATTENDANCE SLIP

DP ID* / Folio No.	
Client ID *	

No. of Shares	
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I hereby record my presence at the **24<sup>th</sup> Annual General Meeting** of the Company being held at the Registered Office of the Company at Office No. 1, Village Alte, Taluka Hatkanangale, Dist. Kolhapur - 416109, Maharashtra on **Saturday, the 20<sup>th</sup> July, 2013 at 12.30 p.m.**

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2013

Name and address of the Shareholder/Proxy

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Signature of Shareholder/Proxy

- Note:**
1. Please complete this attendance slip and hand it over at the entrance of the venue of the meeting.
  2. Please bring your copy of Annual Report at the time of Annual General Meeting.

