



Indo Count Industries Limited

Registered Office : Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road,
Taluka Hatkanangale, District Kolhapur 416 109, Maharashtra.

CIN: L72200PN1988PLC068972

e-mail: icilinvestors@indocount.com | **Website:** www.indocount.com

NOTICE

Notice is hereby given that the Annual General Meeting (AGM) of the members of Indo Count Industries Limited will be held on 23rd, August, 2014 at 12:00 p.m., at the Registered Office of the Company at Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, District Kolhapur 416 109, Maharashtra, to transact the following businesses:

AS ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2014, the reports of the Board of Directors and Auditors, thereon.
2. To appoint a Director in place of Mr. Kamal Mitra (DIN: 01839261), who retires by rotation at this AGM and being eligible has offered himself for re-appointment.
3. To appoint a Director in place of Mr. K R Lalpuria (DIN:00059758), who retires by rotation at this AGM and being eligible has offered himself for re-appointment.
4. To appoint Auditors of the Company to hold office from the conclusion of this AGM to the conclusion of the 28th AGM, to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution:
"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, M/s. B K Shroff & Co., Chartered Accountants, (Registration No. 302166E), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this AGM to the conclusion of the 28th AGM (subject to ratification of the appointment by the Members of at every AGM held after this AGM) at such remuneration as shall be fixed by the Board of Directors."

AS SPECIAL BUSINESS

5. To appoint Mr. P. N Shah (DIN: 00096793) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014, other applicable Rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. P. N Shah (DIN: 00096793), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term up to 15th August, 2019."
6. To appoint Mr. R. Anand (DIN: 00040325) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014, other applicable Rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. R. Anand (DIN: 00040325), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term up to 15th August, 2019."
7. To appoint Mr. Prem Malik (DIN: 00023051) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014, other applicable Rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Prem Malik (DIN: 00023051), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term up to 15th August, 2019."
8. To appoint Mr. Sushil Kumar Jiwrajka (DIN: 00016680) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution:
"RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014, other applicable Rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sushil Kumar Jiwrajka (DIN: 00016680), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of

the Act and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term up to 15th August, 2019.”

9. To appoint Mr. Dilip Thakkar (DIN: 00007339) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution:
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014, other applicable Rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Dilip Thakkar (DIN: 00007339), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term up to 15th August, 2019.”
10. To appoint Dr. (Mrs.) Vaijayanti Pandit (DIN: 06742237) as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution:
“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV, the Companies (Appointment and Qualification of Directors) Rules, 2014, other applicable Rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Dr. (Mrs.) Vaijayanti Pandit (DIN: 06742237), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and in respect of whom the Company has received a notice in writing, under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for 5 (five) consecutive years for a term up to 15th August, 2019.”
11. To appoint Mr. R. N Gupta (DIN: 00865491) who retires by rotation at this AGM and being eligible offered himself for re-appointment and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special resolution:
“RESOLVED THAT pursuant to the provisions of Sections 152, 196 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014, other applicable Rules, if any, (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. R. N. Gupta (DIN: 00865491), who retires by rotation and being eligible has offered himself for re-appointment, be and is hereby appointed as a director liable to retire by rotation.”
12. To ratify the remuneration of the Cost Auditor for the financial year ending 31st March, 2015 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution:
“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions of the Companies Act, 2013, if any, and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of Rs. 2.50 Lac, excluding applicable taxes and reimbursement of out-of-pocket expenses for the financial year ending 31st March, 2015, as recommended by the Audit Committee and approved by the Board of directors of the Company to be paid to M/s. A G Anikhindi & Co., Cost Accountants, for conduct of audit of the cost records of the Company, be and is hereby ratified and confirmed.
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
13. To approve payment of remuneration to Non executive Independent Directors of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:
“RESOLVED that pursuant to the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 (Act), as amended from time to time, and subject to a maximum limit of one percent, per annum of the net profits of the Company, calculated in accordance with the provisions of section 198 of the Act and in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, the consent of the Members be and is hereby accorded to pay a sum not exceeding Rs. 100,000/- (Rupees One Lac), per director, per annum, to the Non executive Independent Directors of the Company or some or any of them in such amounts or proportions and in such manner and in all respects as may be directed by the Board of Directors.
RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
14. To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:
“RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company;
RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”
15. Increase in the remuneration of Mr. Anil Kumar Jain, Chairman and Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:
“RESOLVED THAT in partial modification of the resolution passed by the shareholders at the Annual General Meeting held on 20th July, 2013 and in accordance with the provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the

Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for increase in the Remuneration of Mr. Anil Kumar Jain, Chairman & Managing Director with effect from 1st April, 2014 to 30th September, 2016, on the revised terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of directors, subject to approval of the Members, and provided hereinafter with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to alter and vary the terms and conditions of remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

| Particulars | Existing | Proposed |
|--|---|---|
| Name | Anil Kumar Jain | Anil Kumar Jain |
| Designation | Chairman & Managing Director | Chairman & Managing Director |
| Period | 01-04-2013 to 30-09-2016 | 01-04-2014 to 30-09-2016 |
| A) Salary and Perquisite | | |
| Basic Salary | Rs 500,000/- p.m. with an annual increment of Rs 50,000/- p.m. in the Basic Salary. First increment payable on 01-01-2014 thereafter on 1st January every year. | No Change |
| House Rent Allowance Or Rent Free Accommodation | Up to 60% of Basic Salary | No Change |
| 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 | Up to 40% of Basic Salary | No Change |
| B) Other Benefits: | | |
| Earned/privilege Leave | As per Rules of the Company | No Change |
| Gratuity | As per Rules of the Company | No Change |
| 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 | No Change |
| Personal Accident Insurance | Premium not exceeding Rs. 20,000/- per annum. | No Change |
| C) COMMISSION | Up to 5% of the net profit as computed under section 349 of the Companies Act, 1956. | The Commission as may be approved by the Board (or a Committee thereof). Total remuneration may exceed 5% of the net profits as calculated under section 198 of the Act, subject however to, the overall remuneration of all executive directors is within 10% of the Net profits, as prescribed under section 197 read with Schedule V of the Act. |

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."

16. Increase in borrowing powers of the Board and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

"RESOLVED that in supersession of Resolution passed at the 16th Annual General Meeting of the Company on 3rd September, 2005 and pursuant to Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (including any amendment thereto or re-enactment thereof), the consent of the Members 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) for borrowing from time to time any sum or sums of monies which, together with 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 the paid-up capital of the Company and its free reserves, provided that the total amount so borrowed by the Board shall not at any time exceed the limit of Rs. 1200 crores (Rupees twelve hundred 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 pursuant to this Resolution.”

17. Increase in Commission payable to M/s. Unic Consultant and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as a Special Resolution:

“RESOLVED THAT in modification of the Resolution passed by the shareholders at the Annual General Meeting of the Company held on 20th July, 2013 and pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Members be and is hereby accorded for increasing the Commission payable to M/s. Unic Consultant, a proprietary concern of Mr. Mohit Kumar Jain, son of Mr. Anil Kumar Jain, the Chairman and Managing Director of the Company, with effect from 1st April, 2014, for a period of 2 years on revised terms detailed as under:

| Financial Year | 2014-15 | 2015-16 |
|--------------------|---|--|
| Commission(%) | 0.25% of total exports turnover of Home Textile Division | 0.30% of total exports turnover of Home Textile Division |
| Total Compensation | Commission, as above, plus applicable taxes and statutory levies. | |

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.”

By Order of the Board of Directors

R. Sundaram
Chief Financial Officer and Company Secretary

14th July, 2014

Registered Office:

Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,
 District Kolhapur 416 109, Maharashtra.
 CIN: L72200PN1988PLC068972
 e-mail: icilinvestors@indocount.com

Notes:

1. A Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 5 to 17 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item Nos. 2, 3 and Item Nos. 5 to 11 of the Notice, are also annexed.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) 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 instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of Members and Transfer Books of the Company will be closed from 14th August, 2014 to 23rd August, 2014, both days inclusive.
4. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited (R & T Agent) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to R & T Agent.
5. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or R & T Agent for assistance in this regard.
6. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or R & T Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
7. In case of joint holders attending the meeting, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
8. Members seeking any information with regard to the Accounts, are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
9. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF): Pursuant to sections 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/ unpaid dividend up to financial year 2001-02, have been transferred to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred prior to 31st

March, 2014, nor shall any payment be made in respect of such claim.

10. The documents referred to in the Notice/explanatory statement will be available for inspection by the members of the Company at the Corporate Office of the Company between 11:00 a.m. and 1:00 p.m., on any working day of the Company up to and including the date of the Meeting.
11. The Notice of the AGM along with the Annual Report 2013-14 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode.
12. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the R & T Agent /Depositories.

COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS

- a. The e-Voting period will commence on 17th August 2014 (9.00 a.m. IST) and end on 19th August 2014 (6.00 p.m. IST).
- b. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter.
- c. Mr. C. V. Kulkarni, Practicing Company Secretary (Membership No. FCS 3342, CP No. 2792) as has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- d. In case Members have any queries or issues regarding e-Voting, they may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk: evoting@cdslindia.com.

E-VOTING PROCESS

1. Open your web browser during the voting period and log on to the e-voting website www.evotingindia.com.
2. Click on "Shareholders" tab.
3. Select "INDO COUNT INDUSTRIES LIMITED" from the drop down menu and click on "SUBMIT".
4. Enter your User ID
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 Character DP ID followed by 8 digits Client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company
5. Enter the Image Verification as displayed and click on Login.
6. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password must be used. If you are a first time user follow the steps given below.
7. Fill up the following details in the appropriate boxes

| | For Members holding shares in Demat Form | For Members holding shares in Physical Form |
|-------------------------------|---|---|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders). | |
| DOB# | Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format. | |
| Dividend Bank Details# | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. | |

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

Please enter any of the details in order of Login. In case both the details are not recorded with the Depository or the Company, please enter the number of shares held by you as on the cut-off date in the 'Dividend Bank' filed.

8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password must be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that the company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the relevant EVSN of Indo Count Industries Limited.
12. On the voting page, you will see Resolution Description and against the same the options "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "Resolutions File Link" if you wish to view the entire Resolution.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.

15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the changed password then enter the User ID and image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk. evoting@cdslindia.com. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item Nos. 5 to 10:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered with the Stock Exchange, appointed Mr. P. N. Shah, Mr. R. Anand, Mr. Prem Malik, Mr. Sushil Kumar Jiwrajka, Mr. Dilip Thakkar and Dr. (Mrs.) Vaijayanti Pandit, as Independent Directors at various point in time, in compliance with the requirements of the clause. The said directors were appointed as directors liable to retire by rotation in terms of the provisions of the Companies Act, 1956.

Now, in terms of the provisions of section 149 of the Companies Act, 2013, which came in to effect from 1st April, 2014, every listed company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

In view of the above provisions, the Nominations Committee has recommended the appointment of these directors as Independent Directors under section 149 of the Act and clause 49 of the Listing Agreement to hold office for 5 (five) consecutive years for a term up to 15th August, 2019.

The Company has received notices in writing from members along with the deposit of requisite amount under Section 160 of the Act, proposing the candidatures of each of Mr. P. N. Shah, Mr. R. Anand, Mr. Prem Malik, Mr. Sushil Kumar Jiwrajka, Mr. Dilip Thakkar and Dr. (Mrs.) Vaijayanti Pandit, for the office of Directors of the Company.

These directors have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act, the Rules framed thereunder, and that of Clause 49 of the Listing Agreement, for appointment as Independent Director and they are independent of the management.

Detailed profile of these Directors and names of companies in which they hold directorships and memberships/ chairmanships of Board Committees is included separately in this Notice and the same be regarded as a disclosure under clause 49 of the Listing Agreement with the Stock Exchange.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Mr. P. N. Shah, Mr. R. Anand, Mr. Prem Malik, Mr. Sushil Kumar Jiwrajka, Mr. Dilip Thakkar and Dr. (Mrs.) Vaijayanti Pandit are interested in the resolutions set out respectively at Item Nos. 5 to 10 of the Notice with regard to their respective appointments. The relatives of these directors may be deemed to be interested in the said resolutions, to the extent of their shareholding interest, if any, in the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, financially or otherwise, concerned or interested in these resolutions.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

Item No. 11

In terms of section 152 of the Companies Act, 2013, Mr. R. N. Gupta retires by rotation at this AGM and being eligible has offered himself for re-appointment. As Mr. Gupta had attained the age of 70 years, his reappointment is proposed by way of a Special Resolution in terms of proviso to section 196(3) to the Act.

Other than Mr. R. N. Gupta, none of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 11 of the Notice.

Item No. 12

In terms of section 148 of the Companies Act, 2013 read with Rule 14 of Companies (Audit and Auditors) Rules, 2014, the Board shall appoint an individual who is a Cost Accountant in practice on the recommendation of the Audit Committee, which shall also recommend remuneration for such Cost Auditor. The remuneration recommended by Audit Committee shall be considered and approved by the Board of Directors and ratified by the shareholders of the Company.

On recommendation of Audit Committee at its meeting held on 14th May 2014, the Board has considered and approved appointment of M/s. A G Anikhindi & Co., Cost Accountants, for the conduct of the cost audit of cost records of the Company at a remuneration of Rs. 2.50 lac excluding applicable taxes and reimbursement of actual travel and out-of-pocket expenses for the financial year ending 31st March, 2015.

The resolution at Item No. 12 of the Notice is for approval and ratification by the Members in terms of Section 148 of the Companies Act, 2013.

None of the Directors and Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financial or otherwise, in the resolution set out at Item No. 12 of the Notice.

Item No. 13

The Non-executive Independent Directors (NEDs) play a crucial role to the independent functioning of the Board. They bring in external and wider perspective to the decision-making process. They provide leadership and strategic guidance, while maintaining objective judgment.

Further, under the Companies Act, 2103, independent directors have been entrusted with new responsibilities. Keeping in view the enhanced role, responsibilities and duties of NEDs, it is considered appropriate that the remuneration payable to the Directors by the Company should be reviewed.

It is proposed that, in addition to the sitting fees and within the overall limit of 1% of Net profits calculated as per section 198 of the Act, the NEDs be paid a sum not exceeding Rs. 100,000/-, per director, per annum, in such amounts or proportions, as may be directed by the Board of Directors.

All NEDs and their relatives are deemed to be interested in the said resolution set out at Item No. 13 of the Notice.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, financially or otherwise, concerned or interested in these resolutions.

Item No. 14

The existing Articles of Association ("AoA") of the Company are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AoA are no longer in conformity with the Act.

The Companies Act, 2103 ("the Act") is now largely in force. On 12th September, 2013, the Ministry of Corporate Affairs ("MCA") had notified 98 Sections for implementation. Subsequently, on 26th March, 2014, MCA notified most of the remaining sections (except those provisions which require sanction /confirmation of the National Company Law Tribunal ("Tribunal") such as variation of rights of holders of different classes of shares (section 48), reduction of share capital (Section 66), compromises, arrangements and amalgamations (Chapter XV), prevention of oppression and mismanagement (Chapter XVI), revival and rehabilitation of sick companies (Chapter XIX), winding up (Chapter XX) and certain other provisions including, inter alia, relating to valuation by registered valuers (Section 247).

However, substantive sections of the Act which deal with the general working of companies stand notified. With the coming into force of the Act several regulations of the existing AoA of the Company require alteration or deletions in several articles. Given this position, it is considered expedient to wholly replace the existing AoA by a new set of Articles.

The new AoA to be substituted in place of the existing AoA are based on Table 'F' of the Act which sets out the model articles of association for a company limited by shares. Shareholder's attention is invited to certain salient provisions in the new draft AoA of the Company viz:

- a. Company's lien now extends also to bonuses declared from time to time in respect of shares over which lien exists;
- b. the nominee(s) of a deceased sole member are recognized as having title to the deceased's interest in the shares;
- c. new provisions regarding application of funds from reserve accounts when amounts in reserve accounts are to be capitalized;
- d. new provisions relating to appointment of chief executive officer and chief financial officer, in addition to manager and company secretary;
- e. enabling provision so that an individual can be appointed/ hold the position of chairperson as well as the Managing Director the Company, at the same time
- f. existing articles have been streamlined and aligned with the Act;
- g. the statutory provisions of the Act which permit a company to do some acts "if so authorized by its articles" or provisions which require a company to do acts in a prescribed manner "unless the articles otherwise provide" have been specifically included; and
- h. provisions of the existing AoA which are already part of statute in the Act have not been reproduced in the new draft AoA as they would only lead to duplication – their non-inclusion makes the new AoA crisp, concise and clear and aids ease of reading and understanding.

The Companies Act, 1956 had no restriction with respect to appointment of a person as a Chairperson as well as the Managing Director at the same time. So the Company has been appointing Mr. Anil Kumar Jain as the Chairman and Managing Director of the Company. The Ministry of Corporate Affairs (MCA) has introduced a new requirement under provisions of section 203 of the Act, whereby an individual cannot be appointed as the chairperson as well as the Managing Director or Chief Executive Officer of the Company at the same time, unless articles of the Company so allow. In view of the aforesaid as the existing AoA does not contain such provisions, an enabling provision has been included in the AoA to comply with the provisions of the Act.

The proposed new draft AoA is being uploaded on the Company's website for perusal by the shareholders.

Mr. Anil Kumar Jain and his relatives are deemed to be interested in the said inclusion of the enabling provision in the AoA which provides for an individual may be appointed/ hold the position of chairperson as well as the Managing Director of the Company.

Save and except the above, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, financially or otherwise, concerned or interested in the special resolution set out at Item No. 14 of the Notice.

Item No. 15

The Company recorded a robust performance for the year 2013-14, in spite of the challenging and volatile environment globally. The consolidated Revenue grew by 23.1% to Rs. 1,497.91 crores as compared to Rs. 1,217.10 crores in the previous year. The EBIDTA improved by 57.5% to Rs. 189.10 crores as compared to Rs. 120.05 crores in the previous year. Our Net Profit grew by 274.1% to Rs. 110.39 crores as compared to Rs. 29.51 crores in the previous year.

Such robust performance of the Company was possible for sincere efforts, vision and guidance of Mr. Anil Kumar Jain, the Chairman & Managing Director. The Nomination and Remuneration Committee taking cognizance of contribution of Mr. Anil Kumar Jain as also the remuneration being paid in the industry to Managerial Personnel occupying similar positions in the Industry, at its meeting held on 12th May, 2014 recommended revision as indicated in the resolution for consideration by the members.

Further, the Board of directors at its meeting held on 14th May, 2014, subject to the approval of the Members, have approved the revised terms of Remuneration payable to Mr. Anil Kumar Jain, as recommended by the Nomination and Remuneration Committee.

Except for the revision, as above, all other terms and conditions of appointment and remuneration of Mr. Anil Kumar Jain, Chairman & Managing Director, as approved by you at the previous Annual General Meeting of the Company held on 20th July, 2013 will continue.

Other than Mr. Anil Kumar Jain and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 16.

The Members at the Annual General Meeting of the Company held on 3rd September, 2005 had authorised, under Section 293(1)(d) of the Companies Act, 1956, the Directors to borrow money in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the company's bankers in the ordinary course of business, an amount up to Rs. 700 Crore (Rupees Seven Hundred Crore).

Present borrowings are well within approved limit of Rs. 700 Crores. However, considering the expansion/ growth in the business operations of the Company, in the coming years, it is proposed to increase the limit of Rs. 700 Crores to Rs. 1200 Crores as an enabling provision.

The board analyses and approves each proposal of borrowing before its acceptance and conclusion. Company follows prudential norms as assessed and evaluated by the Banks/Financial Institutions from time to time. Hence it is proposed to raise the existing borrowing limits to Rs. 1,200 Crores for which the members' approval is sought under section 180 (1)(c) of the Companies Act, 2013 by way of a Special Resolution.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives is in any way concerned or interested in the said Resolutions.

Item No. 17.

M/s. Unic Consultants ('Unic'), which is a proprietary concern of Mr. Mohit Kumar Jain, son of Mr. Anil Kumar Jain Chairman and Managing Director of the Company, is engaged as Marketing Consultant with the Company, since July, 2003. Over the years the Home Textiles markets has become very competitive and dynamic. Company plans to develop new markets across the Globe like Australia, UK, Japan and Middle East. This diversification and developing new markets needs lot of strategic initiatives and impetus.

At present, in terms of the extant Agreement, the Company is paying 0.20% of the export sales of home Textiles Division, plus applicable taxes and statutory levies to Unic. Unic has made a request for reconsideration of the extant commission. Considering the consistent track record of Unic and growth in the Home textiles business under Unic's efforts, the Audit Committee, at its meeting held on 13th May, 2014, recommended revision in the rate of commission payable with effect from 1st April, 2014, for a period of 2 years as indicated in the resolution for consideration by the members.

Further, the Board of directors at its meeting held on 14th May, 2014, subject to the approval of the Members, have approved the revised rate of Commission payable to Unic, as recommended by the Audit Committee.

Except for the revision, as above, all other extant terms and conditions of appointment and remuneration of Unic, as approved by the Members will continue.

Other than Mr. Anil Kumar Jain and his relatives, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Additional Information in terms of Clause 49(VI)(A) of the Listing Agreement

- Mr. K. R. Lalpuria is an Executive Director of the Company. Mr. Lalpuria is a Chartered Accountant having more than 29 Years of experience in Textiles industry. He has been on the board of the company since 11th November, 2011. Mr. Lalpuria is also a Member of the CSR Committee of the Company.

Mr. Lalpuria is also a Director of 1) Fifth Avenue Home Fashions Private Limited 2) Vallabh Textile Company Limited.

Mr. Lalpuria is not holding Chairmanship or Membership in any other Company.

- Mr. R. N. Gupta is Joint Managing Director of the Company. Mr. R. N. Gupta holds Bachelor Degree in Textile Engineering and has more than 47 years experience in Textile Industry. Mr. Gupta has been on the Board of the Company since 27th November, 1995. Mr. Gupta is a Member of the Audit Committee, Stakeholder's Relationship Committee of the Company.

Mr. Gupta is not holding Directorship in any other Company.

- Mr. Kamal Mitra is Director (Works) of the Company. Mr. Kamal Mitra, holds a Bachelor Degree in Textile Engineering and has more than 35 years of experience in the Textile Industry. He has been on the Board of the Company since 1st October, 2007.

Mr. Mitra is also a Director of Pranavaditya Spinning Mills Limited

Committee Chairmanship / Membership

| Name of the Company | Audit Committee | Stakeholder's Relationship Committee |
|-------------------------------------|-----------------|--------------------------------------|
| Indo Count Industries Limited | --- | --- |
| Pranavaditya Spinning Mills Limited | Member | Member |

4. Mr. P. N. Shah is Non-executive Independent Director of the Company. He joined the Board of Directors of the Company on 30th September, 1992. Mr. P. N. Shah is the Chairman of the Audit Committee, of the Board of Director of the Company.

Mr. P. N. Shah is the Chartered Accountant in practice with over five decades of experience in taxation, finance and foreign exchange regulations. Mr. P. N. Shah is on the Board of the Company since 30th September, 1995.

Mr. P. N. Shah is also a Director in 1) Secure Meters Limited 2) Taparia Tools Limited 3) Wolkem India Limited 4) Garware Bestretch Limited 5) Garware Wall Ropes Limited 6) Pranavaditya Spinning Mills Limited.

Committee Chairmanship / Membership

| Name of the Company | Audit Committee | Remuneration Committee | Nomination and Remuneration Committee |
|-------------------------------------|-----------------|------------------------|---------------------------------------|
| Taparia Tools Limited | Member | Member | -- |
| Secure Meters Limited | Chairman | -- | -- |
| Wolkem India Limited | Chairman | -- | -- |
| Pranavaditya Spinning Mills Limited | Member | -- | Member |
| Indo Count Industries Limited | Chairman | -- | -- |

5. Mr. R. Anand is Non-executive Independent Director of the Company. Mr. R. Anand is a Science graduate and is associated with Textile industry for about 45 years. Mr. R. Anand is on the Board of the Company since 27th September, 1996. Mr. R. Anand is the Member of the Audit Committee of the Company.

Mr. R. Anand is also a Director in 1) NSL Textiles Limited 2) Pranavaditya Spinning Mills Limited 3) Ferrari Eastern Fans India Private Limited 4) NCL Industries Limited 5) Eastern Engineering Co. (Bombay) Private Limited 6) Nova Silk Private Limited 7) ETS Eastern Services Private Limited 8) Marzoli Textile Machinery Manufactures Private Limited 9) Smit Textile Machinery Manufactures Private Limited.

Committee Chairmanship / Membership

| Name of the Company | Audit Committee | Remuneration Committee | Nomination and Remuneration Committee |
|-------------------------------------|-----------------|------------------------|---------------------------------------|
| Indo Count Industries Limited | Member | -- | -- |
| Pranavaditya Spinning Mills Limited | Member | -- | Member |
| NSL Textile Limited | Member | Member | -- |

6. Mr. Sushil Kumar Jiwaraajka is Non-executive Independent Director of the Company. Mr. Sushil Kumar Jiwaraajka is a Commerce graduate and has rich experience in Business Administration of more than 34 years. Mr. Jiwaraajka has been on the Board of the Company since 27th January, 1999. Mr. Jiwaraajka is a Member of Nomination and Remuneration Committee of the Company.

Mr. Jiwaraajka is also a Director in 1) Andhra Petroleum Company Private Limited 2) Andhra Petroleum Land Company Private Limited 3) Artheon Advisors Private Limited 4) Artheon Battery Company Private Limited 5) Artheon Electronics Private Limited 6) Associated Electronics Research Foundation 7) D & A Constructions Private Limited 8) Ericsson India Private Limited 9) Essay Infra Resources Private Limited 10) Essjay Ericsson Private Limited 11) Flexenclosure Telecom India Private Limited 12) Isprava Technologies Limited 13) Nova Telesec Private Limited 14) OMC Televentures Private Limited 15) Omnigrid Micropower Company Private Limited 16) Securus First India Private Limited 17) Skandsoft Technologies Private Limited 18) Sharada Inventions Private Limited 19) Swabhimaan Rural Bazaars Private Limited 20) Wilcom Technologies Private Limited 21) Zamin India Power Company Private Limited 22) Zamin India Energy Company Private Limited.

Committee Chairmanship / Membership

| Name of the Company | Audit Committee | Nomination and Remuneration Committee |
|-------------------------------|-----------------|---------------------------------------|
| Indo Count Industries Limited | -- | Member |

7. Mr. Dilip Thakkar is Non-executive Independent Director of the Company. He is a Chartered Accountant with over 53 years of experience in taxation and foreign exchange regulations. Mr. Dilip Thakkar has been on the Board of the Company since 28th January, 2003.

Mr. Dilip Thakkar is also a Director in 1) Poddar Developers Limited 2) Panasonic Energy India Company Limited 3) Essar Oil Limited 4) The Ruby Mills Limited 5) PAE Limited 6) Himatsingka Seide Limited 7) Walchandnagar Industries Limited 8) Garware Polyester Limited 9) Essar Ports Limited 10) Modern India Limited 11) Premier Limited 12) Westlife Development Limited 13) Rajasvi Properties Holding Private Limited 14) Starrock Investments & Trading Private Limited 15) Blueberry Trading Company Private Limited 16) Township Real Estate Developers Private Limited 17) Hamlet Constructions India Private Limited 18) Windmere Hospitality (India) Private Limited 19) Skidata (India) Private Limited 20) Ameya Logistics Private Limited 21) Universal Trustees Private Limited 22) Magus Estate & Hotels Private Limited.

Committee Chairmanship / Membership

| Name of the Company | Audit Committee | Shareholder' and Investor' Grievances Committee |
|--|------------------------|--|
| Panasonic Energy India Company Limited | Chairman | -- |
| Essar Oil Limited | Chairman | Member |
| PAE Limited | Chairman | -- |
| Himatsingka Seide Limited | Chairman | -- |
| Walchandnagar Industries Limited | Chairman | Member |
| Premier Limited | Member | -- |
| Westlife Development Limited | Member | -- |

8. Mr. Prem Malik is Non-executive Independent Director of the Company. 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 30th October, 2009. Mr. Malik is the Member of Audit Committee and Chairman of Nomination and Remuneration Committee of the Company.

Mr. Prem Malik is also a Director in 1) GTN Textiles Limited 2) Spentex Industries Limited 3) Gyscoal Alloys Limited 4) Four Seasons Residency Limited 5) Patspin India Limited 6) Lahoti Overseas Limited 7) Aptex Manpower Development Services Limited 8) Ginni International Limited 9) Alder Trading Company Private Limited 10) Smilesville Care Private Limited 11) CLC Textile Park Private Limited 12) Chhindwara Infrastructure Private Limited 13) M & M Minning Private Limited 14) Techware Consultatns Private Limited 15) Confederation of Indian Textile Industries 16) Bombay Textiles Research Association 17) India ITME Society 18) Textile Committee, Ministry of Textiles, Government of India.

Committee Chairmanship / Membership

| Name of the Company | Audit Committee | Remuneration Committee | Nomination and Remuneration Committee | Shareholders and Investors Grievances Committee |
|-------------------------------|------------------------|-------------------------------|--|--|
| GTN Textiles Limited | Member | Member | -- | Member |
| Spentex Industries Limited | Member | Chairman | -- | Member |
| Patspin India Limited | Member | -- | -- | -- |
| Lahoti Overseas Limited | Member | -- | -- | -- |
| Ginni International Limited | Chairman | -- | -- | Member |
| Indo Count Industries Limited | Member | -- | Chairman | -- |

9. Dr. (Mrs.) Vaijayanti Pandit is Non-executive Independent Director of the Company. She has done Ph.D in Management Studies from Jamnalal Bajaj Institute of Management Studies and Diploma Journalism and Mass Communications. She joined the Board of the Company on 25th November, 2013. She has been involved in implementation of various CSR projects.

Committee Chairmanship / Membership

| Name of the Company | Corporate Social Responsibility Committee | Nomination and Remuneration Committee | Shareholders and Investors Grievances Committee |
|-------------------------------|--|--|--|
| Indo Count Industries Limited | Member | Member | Chairman |

Dr. (Mrs.) Vaijayanti Pandit is not a Director in any other Company.



Indo Count Industries Limited

Registered Office : Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, District Kolhapur 416 109, Maharashtra.

CIN: L72200PN1988PLC068972

e-mail: icilinvestors@indocount.com | **Website:** www.indocount.com

ATTENDANCE SLIP

I hereby record my presence at the Annual General Meeting of the Company held on Saturday, 23rd August, 2014 at 12:00 p.m. at Plot No. 266, Village Alte, Kumbhoj Road, District Kolhapur, Maharashtra 416 109.

Folio No. / DP ID- Client ID :

Full Name of the Shareholder in Block Letters :

No. of Shares held :

Name of Proxy (if any) in Block Letter :

Signature of the Shareholder/ Proxy/ Representative*

* Strike out whichever is not applicable.

NOTE : Please fill-in this attendance slip and hand it over at the entrance of the venue of the meeting.



Indo Count Industries Limited

Registered Office : Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, District Kolhapur 416 109, Maharashtra.

CIN: L72200PN1988PLC068972

e-mail: icilinvestors@indocount.com | **Website:** www.indocount.com

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Folio No. / Client Id / DP Id

I / We, being the member(s) of _____ shares of _____ hereby appoint

| | | |
|---------------------------------|---------------------------------|---------------------------------|
| 1.Name | 2.Name | 3. Name |
| Address | Address | Address |
| e-mail id | e-mail id | e-mail id |
| Signature, or failing him | Signature, or failing him | Signature, or failing him |

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Annual General Meeting of the Company to be held on Saturday, 23rd August, 2014 at 12.00 P.M. at Plot No.266, Village Alte, Taluka Hatkanangale, Kumbhoj Road, District Kolhapur, Maharashtra 416 109 and / or at any adjournment thereof. in respect of such resolutions, as are indicated overleaf.

Signed this _____ day of _____ 2014.

Signature of the Shareholder :

Signature of the Proxy holder(s) :

NOTE : This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

Please see overleaf

I wish my above Proxy to vote in the manner as indicated in the box below:-

| Sr. No. | Resolutions | For | Against |
|--------------------------|---|-----|---------|
| Ordinary Business | | | |
| 1. | To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2014, the reports of the Board of Directors and Auditors, thereon. | | |
| 2. | To appoint a Director in place of Mr. Kamal Mitra, who retires by rotation at this AGM and being eligible has offered himself for re-appointment. | | |
| 3. | To appoint a Director in place of Mr. K R Lalpuria, who retires by rotation at this AGM and being eligible has offered himself for re-appointment. | | |
| 4. | To appoint Auditors of the Company to hold office from the conclusion of this AGM to the conclusion of the 28th AGM, to fix their remuneration | | |
| Special Business | | | |
| 5 | Appointment of Mr. P. N. Shah as an independent Director. | | |
| 6 | Appointment of Mr. R. Anand as an independent Director. | | |
| 7 | Appointment of Mr. Prem Malik as an independent Director. | | |
| 8 | Appointment of Mr. Sushil Kumar Jiwrajka as an independent Director. | | |
| 9 | Appointment of Mr. Dilip Thakkar as an independent Director. | | |
| 10 | Appointment of Mr. Vajjayanti Pandit as an independent Director. | | |
| 11 | To appoint a Director in place of Mr. R N Gupta, who retires by rotation at this AGM and being eligible has offered himself for re-appointment. | | |
| 12 | To ratify the remuneration of the Cost Auditor for the financial year ending 31st March, 2015. | | |
| 13 | To approve payment of remuneration to Non executive Independent Directors of the Company. | | |
| 14 | To adopt new Articles of Association of the Company. | | |
| 15 | Increase in the remuneration of Mr. Anil Kumar Jain, Chairman and Managing Director of the Company. | | |
| 16 | Increase in borrowing powers of the Board. | | |
| 17 | Increase in Commission payable to M/s. Unic Consultant. | | |