

INDIA CARBON LIMITED

TELEPHONE : (033) 2248-7856 / 9
FAX : 91-33- 2230-7507
E-mail : icl@indiacarbonltd.com
Website : www.indiacarbonltd.com

"TEMPLE CHAMBERS", 4TH FLOOR,
6, OLD POST OFFICE STREET
KOLKATA - 700 001

Date: 18th September, 2015

To,
The Secretary,
The Calcutta Stock Exchange Ltd.
7, Lyons Range,
Kolkata - 700 001.

ISIN No. : INE743B01015

Company Code: 19205

Sub: Result of 53rd Annual General Meeting along with Scrutinizer's Report

This to inform that at the 53rd Annual General Meeting of the company held on 18th September, 2015, all the resolutions mentioned in the Notice dated 30th May, 2015 has been passed with requisite majority (on the basis of consolidated result of electronic voting and poll). A brief summary of the resolutions passed are as under:

ORDINARY BUSINESS:

Item No.1: Ordinary Resolution:

To receive, consider and adopt the Balance Sheet of the Company as at 31st March, 2015, the Profit & Loss statement and Cash Flow for the year ended on that date and the Reports of the Board of Directors' and Auditors' thereon.

"RESOLVED THAT the Balance Sheet of the Company as at 31st March, 2015, the Profit & Loss Account and the Cash Flow Statement for the year ended on that date together notes containing part of financial statements along with the Directors' Report and the Auditors' Report thereon as circulated to the Members and laid before the Annual General Meeting, be and the same are hereby received, considered and adopted."

Item No.2: Ordinary Resolution:

To appoint a Director in place of Mr. Eric P. Johnson (DIN: 00383407), who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT Mr. Eric P. Johnson (DIN: 00383407), who retires by rotation, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."

Item No.3: Ordinary Resolution:

To appoint a Director in place of Mr. Gordon Kenneth McIntosh (DIN: 02244237), who retires by rotation and being eligible, offers himself for re-appointment.

"RESOLVED THAT Mr. Gordon Kenneth McIntosh (DIN: 02244237), who retires by rotation, and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company."



REGISTERED OFFICE : NOONMATI, GUWAHATI - 781020, ASSAM

CIN : L23101AS1961PLC001173



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Item No. 4: Ordinary Resolution:

To ratify the appointment of M/s. D. Basu & Co., Chartered Accountants (Registration No. 301111E), as Auditors and the Board to fix their remuneration:

"RESOLVED that pursuant to the provisions of Section 139 and all other applicable provisions, if any of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, the Company hereby ratifies the appointment of M/s. D.Basu & Co., Chartered Accountants (Registration No. 301111E), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the fifty-fifth AGM of the Company to be held in the year 2017 at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS:

Item No. 5: Ordinary Resolution:

To appoint Mr. Sunirmal Talukdar (DIN: 00920608) as an Independent Director:

"RESOLVED THAT pursuant to Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013(the Act) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sunirmal Talukdar (DIN: 00920608), who was appointed as an Additional Director of the Company under Section 161(1) of the Companies Act,2013 and whose term of office expire at this Annual General Meeting and who qualifies being appointed as Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member 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 five consecutive years with effect from 12th Day of November, 2014."

Item No. 6: Ordinary Resolution:

To appoint M/s Mitra Bose & Associates, Cost Accountants (Registration No. 000037) as the Cost Auditors of the company to conduct audit of cost accounting records maintained by the Company for Products(s) / Services(s) for the year ending on 31st March, 2016.

"RESOLVED THAT pursuant to Section 148 and read with Section 141 of the Companies Act, 2013, M/s Mitra Bose & Associates, Cost Accountants (Registration No. 000037) be and hereby appointed as the Cost Auditors of the company to conduct audit of cost accounting records maintained by the Company for Products(s) / Services(s) for the year ending on 31st March, 2016, at a remuneration of Rs. 30,000/- plus applicable taxes and out of pocket expenses."

"FURTHER RESOLVED THAT Mr. Rakesh Himatsingka, Managing Director, Mr. Shaurya Veer Himatsingka, Dy. Managing Director of the Company be and are hereby severally authorized to sign and submit the necessary application and file forms and to do all such acts as may be necessary and also to issue a certified copy of the resolution to anyone concerned or interested in the matter."





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SPECIAL BUSINESS:

Item No. 7: Special Resolution:

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 all earlier resolutions passed by the Company under Section 180 and any other applicable provisions of the Companies Act, 2013 and the rules made there under [including any statutory modification(s) or re-enactment thereof for the time being in force], the consent of the members of the Company be & is hereby accorded to the Board of Directors of the Company or any Committee of the Board by way of Special Resolution to invest/borrow moneys, in one or more tranches, in excess of the aggregate of the paid up share capital and free reserves of the Company, provided that the total amount invested/ borrowed outstanding at any point of time, apart from temporary loans obtained/to be obtained from the Company's Bankers in the ordinary course of business, shall not be in excess of Rs 200 Crores (Rupees Two Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

"RESOLVED FURTHER THAT Rakesh Himatsingka(DIN:00632156), Managing Director, Mr. Shaurya Veer Himatsingka(DIN:01200202), Dy. Managing Director be and are hereby severally authorized to do all such acts and things and deal with all such matters and take all such steps and approve, sign and execute all such applications/ agreements/ papers /forms/ deeds/ documents/ writings / file e-forms with the ROC/MCA as may be required in this connection and the Common Seal of the Company be affixed, if required, in terms of the Articles of Association to give effect to the aforesaid resolution."

A Copy of the report submitted by Mr. Anuj Mour, Practising Chartered Accountant (ACA 303871) is enclosed herewith.

Please take the above information on records and acknowledge the receipt.

Yours faithfully,

For INDIA CARBON LIMITED

Company Secretary

Encl: As above