

# ICL 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

29<sup>th</sup> September, 2016

To,  
**The Calcutta Stock Exchange Limited**  
7, Lyons Range, Dalhousie, Murgighata, B B D Bagh,  
Kolkata, West Bengal 700001

Dear Sir/Madam,

**Sub: Summary of the proceedings of the 54<sup>th</sup> Annual General Meeting of the Members of India Carbon Limited (the "Company") held on 29<sup>th</sup> September, 2016**

This is to inform you that the 54<sup>th</sup> AGM of the Members of the Company was held on 29<sup>th</sup> September, 2016 at the registered office of the Company situated at Noonmati, Guwahati, Assam-781020 at 10am.

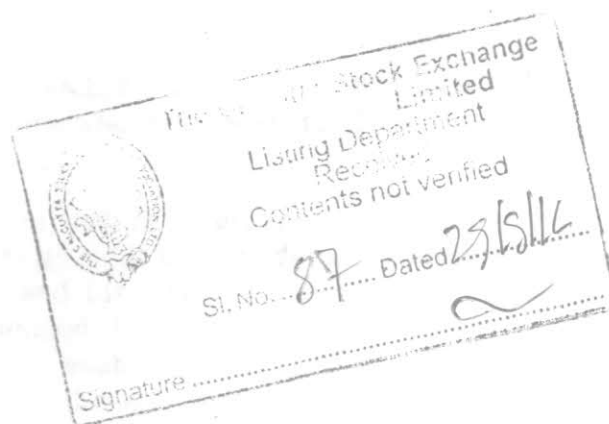
In accordance with Paragraph A of Part A of Schedule III to the Listing Regulations, a summary of the proceedings of the 54<sup>th</sup> AGM is enclosed as **Annexure A**.

You are requested to kindly take the same on record.

Thanking You,

Yours faithfully,  
For India Carbon Limited

  
Authorized signatory





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## Annexure-A

### Proceedings of the Fifty Forth Annual General Meeting of the Members of India Carbon Limited held on Thursday, 29<sup>th</sup> day of September, 2016 which commenced at 10:00 a.m. and concluded at around 10:55 a.m.

As per the Notice dated 17<sup>th</sup> May 2016, the Fifty Forth Annual General Meeting (AGM) of the Company was held on Thursday, 29<sup>th</sup> September, 2016 at 10.00 a.m. at the registered office of the Company at Noonmati, Guwahati-781 020, Assam.

Mr. Rakesh Himatsingka- Chairman of the Company presided over the proceedings and welcomed the Members to the Fifty Forth AGM of the Company. He confirmed that the requisite quorum being present called the meeting to order.

A total of 17 Members attended the AGM including 13 Members being present as authorized representatives of Body Corporate, as per the Members attendance register.

He introduced Mr. Sunirmal Talukdar, the Chairman of the Audit Committee sitting on the dais. He informed that the Auditor and other Directors could not be present at the meeting due to some of their personal exigencies. The representatives of the Statutory Auditors and the Secretarial Auditors were also unable to attend due to their pre-occupation, and hence were granted exempted by the company.

The Chairman then with the permission of the Members declared the notice being already circulated was taken as read.

The Chairman then addressed the Members and gave an overview of the financial performance of the Company for the financial year ended 31<sup>st</sup> March, 2016 and its future outlook.

The Chairman informed the Members that in accordance with the provisions of the Companies Act, 2013, read with the rules made there under and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 "SEBI LODR", the Company had extended the remote e-voting facility through Central Depository Services Limited (CDSL) to enable the Members of the Company to cast / exercise their vote(s) electronically on the agenda items specified in the Notice of the 54<sup>th</sup> AGM. The remote e-voting period had commenced on 26<sup>th</sup> September, 2016 (at 9.00 a.m. IST) and had ended on 28<sup>th</sup> September, 2016 (at 5.00 p.m. IST). The Members were informed that the facility for voting by way of ballot papers was made available at the AGM for the Members who had not casted their vote through remote e-voting.

Chairman further informed that the Board of Directors had appointed Mr Anant Kashliwal, Practicing Chartered Accountant, Guwahati, (Membership No.: 302972, Firm Regd. No.: 328654E), as the Scrutinizer for the purpose of scrutinizing the voting process (both Remote e-voting and voting process through ballot papers at the AGM), for the resolutions included in the Notice of the 54<sup>th</sup> AGM.





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The following items of ordinary/special business, as per the Notice of AGM dated 17th May, 2016, were transacted at the meeting:

1. Consideration and adoption of Audited Financial Statements of the Company for the financial year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors thereon.
2. To declare dividend on Preference Shares @9.3% on 10,000 Preference Share of Rs.100/- each for the year ended 31.03.2016 along with the dividend of the previous year which is due and unpaid
3. To appoint Mr. Eric Paul Johnson (DIN: 00383407), who retires by rotation and being eligible, offers himself for re-appointment. In case the Director retiring by rotation not been re-appointed, then the vacancy shall not be filled up at this Annual General Meeting.
4. To appoint Mr. Gordon Kenneth McIntosh (DIN: 02244237), who retires by rotation and being eligible, offers himself for re-appointment. In case the Director retiring by rotation not been re-appointed, then the vacancy shall not be filled up at this Annual General Meeting.
5. Appointment of M/s. D. Basu & Co., Chartered Accountants (Registration No. 301111E), as Statutory Auditors of the Company.
6. Appointment of Ms. Susmita Ghose (DIN: 07333557), 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 as the Independent Director of the Company
7. Appointment of 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, 2017
8. Issue fresh 10,000 nos.- 9.3% Redeemable Cumulative Preference Shares of Rs. 100/- each aggregating to Rs.10 lakh to the Government of Assam for the purpose of redemption of and/or in lieu of existing 10,000- 9.3% Redeemable Cumulative Preference Shares of Rs.100/- each held by them at par."

The Chairman then invited the members to express their views on the operations and financial performance of the Company and related matters. The Chairman of the Audit Committee of the Company responded to the queries raised by members.

The Chairman then ordered for the poll on all the agenda items as stated in the Notice of 54<sup>th</sup> AGM and requested the members to cast their vote on each of the agenda items by putting a tick mark in the column of 'Assent' or 'Dissent', as the case may be, sign the Ballot Paper and to drop it in the Ballot Box as kept in the venue of the meeting.

He, then requested Mr. Anant Kashliwal, Scrutinizer for an orderly conduct of voting. The scrutinizer demonstrated the empty Ballot box to the Members and locked and sealed it in the presence of the Members of the Company.

REGISTERED OFFICE : NOONMATI, GUWAHATI - 781020, ASSAM

CIN : L23101AS1961PLC001173

