



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

PROCEEDINGS OF 52ND ANNUAL GENERAL MEETING (AGM) OF INDIA CARBON LIMITED HELD ON THURSDAY, THE 18TH DAY OF SEPTEMBER, 2014 AT 10:00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NOONMATI, GUWAHATI - 781020, ASSAM

DETAILS OF E-VOTING RESULTS

Date of AGM	18 th September, 2014
Total No. Of Shareholders as on Record Date (the cutoff date for determining shareholders entitled to e-voting 08 th August, 2014)	4468
No. of Shareholders present at the meeting either in person or through proxy: Promoter and Promoter Group Others:	5 15
No. of Shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group: Others:	N.A.
Mode of Voting	E-voting

Agenda wise:

ORDINARY BUSINESS:

Item No.1: Ordinary Resolution:

To receive, consider and adopt the Balance Sheet of the Company as at 31st March, 2014, 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, 2014, 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."

The details of the voting on the above resolution are as under:

Resolution required	Ordinary
Mode of voting	E-voting
Votes cast in favour of the resolution	1270559
Votes cast against the resolution	0
Total	1270559

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."





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

The details of the voting on the above resolution are as under:

Resolution required	Ordinary
Mode of voting	E-voting
Votes cast in favour of the resolution	1270559
Votes cast against the resolution	0
Total	1270559

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."

The details of the voting on the above resolution are as under:

Resolution required	Ordinary
Mode of voting	E-voting
Votes cast in favour of the resolution	1270559
Votes cast against the resolution	0
Total	1270559

Item No. 4: Ordinary Resolution:

To appoint M/s D. Basu & Co., Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this meeting until till the conclusion of fifty- fifth Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM) and to authorise the Board of Directors to fix their remuneration.

"RESOLVED THAT M/s. D.Basu & Co., Chartered Accountants (Registration No. 301111E), be and are hereby appointed as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting, till the conclusion of fifty- fifth Annual General Meeting of the Company to be held in the year 2017 (subject to ratification of their appointment at every AGM), at such remuneration plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred as may be mutually agreed between the Board of Directors of the Company and the Auditors."

The details of the voting on the above resolution are as under:

Resolution required	Ordinary
Mode of voting	E-voting
Votes cast in favour of the resolution	1270559
Votes cast against the resolution	0
Total	1270559

SPECIAL BUSINESS:

Item No. 5: Ordinary Resolution:

To appoint Mr. Abhijit Barooah (DIN: 00287145) as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 57th Annual General Meeting of the Company in the calendar year 2019.

"RESOLVED THAT pursuant to Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of





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

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. Abhijit Barooah (DIN: 00287145), a non-executive director of the Company, 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 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 for a term up to the conclusion of the 57th Annual General Meeting of the Company in the calendar year 2019."

The details of the voting on the above resolution are as under:

Resolution required	Ordinary
Mode of voting	E-voting
Votes cast in favour of the resolution	1270459
Votes cast against the resolution	100
Total	1270559

Item No. 6: Ordinary Resolution:

To appoint Mr. Hemant Kumar Khaitan (DIN: 00220049) as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 57th Annual General Meeting of the Company in the calendar year 2019.

"RESOLVED THAT pursuant to Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 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. Hemant Kumar Khaitan (DIN: 00220049), a non-executive director of the Company, 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 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 for a term up to the conclusion of the 57th Annual General Meeting of the Company in the calendar year 2019."

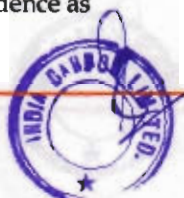
The details of the voting on the above resolution are as under:

Resolution required	Ordinary
Mode of voting	E-voting
Votes cast in favour of the resolution	1270459
Votes cast against the resolution	100
Total	1270559

Item No. 7: Ordinary Resolution:

To appoint Mr. Manoj Mohanka (DIN: 00128593) as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 57th Annual General Meeting of the Company in the calendar year 2019.

"RESOLVED THAT pursuant to Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 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. Manoj Mohanka (DIN: 00128593), a non-executive director of the Company, who has submitted a declaration that he meets the criteria for independence as





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

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 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 for a term up to the conclusion of the 57th Annual General Meeting of the Company in the calendar year 2019."

The details of the voting on the above resolution are as under:

Resolution required	Ordinary
Mode of voting	E-voting
Votes cast in favour of the resolution	1270459
Votes cast against the resolution	100
Total	1270559

Item No. 8: Ordinary Resolution:

To appoint Mr. Samar Jha (DIN: 02936104) as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 57th Annual General Meeting of the Company in the calendar year 2019.

"RESOLVED THAT pursuant to Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 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. Samar Jha (DIN: 02936104), a non-executive director of the Company, 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 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 for a term up to the conclusion of the 57th Annual General Meeting of the Company in the calendar year 2019."

The details of the voting on the above resolution are as under:

Resolution required	Ordinary
Mode of voting	E-voting
Votes cast in favour of the resolution	1270459
Votes cast against the resolution	100
Total	1270559

Item No. 9: Ordinary Resolution:

To appoint Mr. Soumendra Mohan Basu (DIN: 01125409) as an Independent Director of the Company, not liable to retire by rotation, to hold office for five consecutive years for a term up to the conclusion of the 57th Annual General Meeting of the Company in the calendar year 2019.

"RESOLVED THAT pursuant to Sections 149, 152, read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 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. Soumendra Mohan Basu (DIN: 01125409), a non-executive director of the Company, 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 from a member proposing his





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

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 for a term up to the conclusion of the 57th Annual General Meeting of the Company in the calendar year 2019."

The details of the voting on the above resolution are as under:

Resolution required	Ordinary
Mode of voting	E-voting
Votes cast in favour of the resolution	1270459
Votes cast against the resolution	100
Total	1270559

Item No. 10: 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, 2015.

"RESOLVED THAT pursuant to Section 148 and read with Section 141 of the Companies Act, 2013 and subject to the approval of the Central Government 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, 2015, 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."

The details of the voting on the above resolution are as under:

Resolution required	Ordinary
Mode of voting	E-voting
Votes cast in favour of the resolution	1270559
Votes cast against the resolution	0
Total	1270559

SPECIAL BUSINESS:

Item No. 11: Special Resolution:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT subject to such waiver/ approvals as may be deemed necessary, the Company do hereby grant its approval to the payment of remuneration to Mr. Rakesh Himatsingka, Chairman & Managing Director, (DIN: 00632156) during the financial year 2013-14, as per the agreement entered into by the Company, notwithstanding that the same exceeds the limits specified under Table B of Section II, Part II of Schedule XII, of the Companies Act, 1956".

"RESOLVED FURTHER that the Board of Directors of the Company be and are severally authorized to file prescribed forms and return with Registrar of Companies and to do all other acts, thing and deeds as may be required for this purpose."





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

The details of the voting on the above resolution are as under:

Resolution required	Ordinary
Mode of voting	E-voting
Votes cast in favour of the resolution	1270459
Votes cast against the resolution	100
Total	1270559

Item No. 12: Special Resolution:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 198, 269, 302, 309, 310 and 311 read along with Schedule XIII of the Companies Act, 1956 (including any statutory modifications or re-enactment thereof), and subject to necessary sanctions, consent and permission of appropriate authorities, if any and subject further to the approval of the Members of the Company at the General Meeting, approval to the Board of Directors of the Company be and is hereby accorded for the re-appointment of Mr. Rakesh Himatsingka, as Managing Director of the Company (DIN: 00632156) for a period of 3 (three) years form 1st December 2013 to 30th November 2016 on the terms and conditions as mentioned in the Draft Agreement placed before the meeting and initialed by a Director of the Company, for the purpose of identification with authority to the Board of Directors of the company to vary, alter or modify the terms of appointment and remuneration, as set out in the said draft Agreement, within the ceiling limit laid down in Schedule XIII of the Companies Act 1956, as amended/revised/ altered/ modified and /or any other statutory modification or re-enactment thereof and/or any guidelines relating to managerial remuneration as may be notified by the Central Government from time to time and as may be agreed to by the Board of Directors of the Company and Mr. Rakesh Himatsingka, Managing Director, without any further approval of the Company in General Meeting".

"RESOLVED THAT the terms and conditions of Mr. Rakesh Himatsingka, Managing Director of the Company, which was approved by the Board on 26th December be altered with effect from 1st April, 2014 as per the Draft Supplementary Agreement placed before the meeting and initialed by a Director of the Company, for the purpose of identification".

"RESOLVED FURTHER THAT any two Directors of the Company be and are hereby authorized to execute the Supplementary Agreement with the Managing Director as approved by the Members of the Company at the next General Meeting and that the Common Seal of the Company be affixed thereon in presence of any two Directors and the Company Secretary of the Company in accordance with the Article of Association of the Company."

"RESOLVED FURTHER THAT the Directors of the Company be and is hereby authorized severally to file prescribed forms and return with Registrar of Companies and to do all other acts, thing and deeds as may be required for this purpose."

The details of the voting on the above resolution are as under:

Resolution required	Ordinary
Mode of voting	E-voting
Votes cast in favour of the resolution	1270459
Votes cast against the resolution	100
Total	1270559





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

Item No. 13: Special Resolution:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT subject to the provisions of Section 190, 196, 197, 198 and 203 read along with Schedule V and other applicable provisions and Rules, if any, of the Companies Act, 2013 (including any statutory modifications or re-enactment thereof), and subject to necessary sanctions, consent and permission of appropriate authorities, if any and subject further to the approval of the Members of the Company at the General Meeting, approval to the Board of Directors of the Company be and is hereby accorded for the re-appointment of Mr. Shaurya Veer Himatsingka (DIN: 01200202) as Deputy Managing Director of the Company for a period of 3 (three) years from 1st April, 2014 to 31st March, 2017 on the terms and conditions as mentioned in the Draft Agreement placed before the meeting and initialed by a Director of the Company, for the purpose of identification with authority to the Board of Directors of the company to vary, alter or modify the terms of appointment and remuneration, as set out in the said draft Agreement, within the ceiling limit laid down in Schedule V of the Companies Act 2013, as amended/revised/ altered/ modified and /or any other statutory modification or re-enactment thereof and/or any guidelines relating to managerial remuneration as may be notified by the Central Government from time to time and as may be agreed to by the Board of Directors of the Company and Mr. Shaurya Veer Himatsingka, Deputy Managing Director, without any further approval of the Company in General Meeting".

"RESOLVED FURTHER that any two Directors of the Company be and are hereby authorized to execute the Agreement with the Deputy Managing Director as approved by the Members of the Company at the next General Meeting and that the Common Seal of the Company be affixed thereon in presence of any two Directors and the CFO / Company Secretary of the Company if any in accordance with the Article of Association of the Company."

"RESOLVED FURTHER that the Board of Directors of the Company be and are severally authorized to file prescribed forms and return with Registrar of Companies and to do all other acts, thing and deeds as may be required for this purpose."

The details of the voting on the above resolution are as under:

Resolution required	Ordinary
Mode of voting	E-voting
Votes cast in favour of the resolution	1270459
Votes cast against the resolution	100
Total	1270559

Item No. 14: 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 293 (1) (c) & 293 (1) (d) of the Companies Act, 1956 and pursuant to 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





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

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 100 Crores (Rupees One Hundred Crores) over and above the aggregate of the paid up share capital and free reserves of the Company."

"RESOLVED FURTHER THAT Mr. Rakesh Himatsingka or Mr. Shauryaveer Himatsingka any of the Directors of the Company 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."

The details of the voting on the above resolution are as under:

Resolution required	Ordinary
Mode of voting	E-voting
Votes cast in favour of the resolution	1270559
Votes cast against the resolution	0
Total	1270559

PLACE : GUWAHATI

DATE : 18.09.2014

