

# INDOFIL INDUSTRIES LIMITED

CIN:U24110MH1993PLC070713

Regd. Office: Kalpataru Square, 4<sup>th</sup> floor, Kondivita Road, Off.  
Andheri Kurla Road, Andheri (East), Mumbai 400 059  
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Website : www.indofilcc.com

## NOTICE

NOTICE is hereby given that 22<sup>nd</sup> Annual General Meeting of the Members of the Company will be held on Wednesday, the 16<sup>th</sup> September, 2015 at 11.00 A.M. at Hall of Culture, Nehru Centre, Dr. A.B. Road, Worli, Mumbai-400 018 to transact the following business:

### ORDINARY BUSINESS

1. To consider and adopt the audited financial statements, including audited consolidated financial statements, of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon.
2. To declare a dividend on Equity Shares.
3. To appoint a Director in place of Mr. Samir Modi (DIN 00029554), who retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment.
4. To appoint Auditors and to fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT the Company hereby ratifies the appointment of Messrs Bansi S. Mehta & Co, Chartered Accountants, Mumbai (Firm Registration No 100991W) as approved by the members at the 21<sup>st</sup> Annual General Meeting as Statutory Auditors of the Company to hold office till the conclusion of the 23<sup>rd</sup> Annual General Meeting to be held in the year 2016 on such remuneration as shall be fixed by the Board of Directors of the Company”

### SPECIAL BUSINESS

5. To appoint Mr. Lalit Kumar Modi (DIN: 00029520) as Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT Mr. Lalit Kumar Modi (DIN: 00029520) who was appointed as an Additional Director of the Company with effect from 17<sup>th</sup> November, 2014 and who in terms of Section 161(1) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) holds office upto the date of this Annual General Meeting 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 a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

6. To approve revision in terms of remuneration of Ms. Charu Modi (DIN: 00029625), Executive Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED that in partial modification of Resolution passed at the 21<sup>st</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2014 for the appointment and terms of remuneration of Ms. Charu Modi (DIN: 00029625), Executive Director of the Company and pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules made thereunder, as amended from time to time, read with Schedule V to the Act, consent of the Company be and is hereby accorded to the revision in the terms of remuneration of Ms. Charu Modi, Executive Director of the Company, with effect from 1st October, 2015 for the remaining period of her tenure i.e upto 31<sup>st</sup> March, 2019, on the remuneration, terms and conditions as set out hereunder, with liberty to the Board of Directors (which shall be deemed to include Nomination and Remuneration Committee of the Board of Directors) to fix, alter and vary the terms and conditions of appointment and /or remuneration as it may deem fit and as may be acceptable to Ms. Charu Modi, 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 or any other guideline relating to the managerial remuneration as may be notified by the Government of India from time to time:

- a. Salary : Rs. 20 Lac per month.
- b. Commission : Commission @ 1% of the net profits of the Company computed in the manner laid down under Sections 198 of the Companies Act, 2013 subject to a ceiling of Rs.100 lacs per annum.

c. Perquisites : In addition to salary and commission, she shall be entitled to the following perquisites:

- I. Rent free, furnished accommodation owned / leased by the Company or house rent allowance in lieu thereof as per rules of the Company.
- II. Re-imbusement of expenses on actuals pertaining to gas, electricity, water and other expenses for upkeep, maintenance and security of residential accommodation.
- III. Two personal attendants.
- IV. Contribution to Provident Fund and Superannuation Fund up to such limits as may be prescribed under the Income-tax Act and the Rules made thereunder for this purpose.
- V. Medical Expenses : Reimbursement of all expenses including mediclaim insurance premium incurred for self and members of her family, at actuals.
- VI. Club Fees : Fees of club subject to a maximum of two clubs.
- VII. Leave Travel Concession : For self and family in accordance with rules of the Company.
- VIII. Gratuity at the time of retirement / cessation of service as per rules of the Company.
- IX. Leave and encashment of unavailed leave, as per rules of the Company.
- X. Company maintained chauffer driven car for use on Company's business and personal purposes.
- XI. Fees for credit cards.
- XII. Personal Accident Insurance Premium as per rules of the Company.
- XIII. Telecommunication facility at residence including mobile phone, internet facility and any other means of communication facility.

- XIV. Re-imbusement of entertainment, travelling and other expenses incurred for the business of the Company as per rules of the Company.
- XV. Re-imbusement of expenses incurred in connection with transfer as per rules of the Company.

Provided that the rate of commission payable to her shall not exceed 1% of the net profits of the Company computed in the manner laid down under the applicable provisions of the Companies Act, 2013, subject to a ceiling of Rs.100 lacs per annum.

RESOLVED FURTHER that Ms. Charu Modi shall also be entitled to reimbursement of all expenses, actually, wholly and properly incurred in the course of the Company's business, including expenses on entertainment and travelling incurred for and on behalf of the Company.

RESOLVED FURTHER that the salary, commission together with the monetary value of perquisites shall not exceed overall ceiling of Rs.500 lacs per annum. For the purposes of this ceiling, perquisites shall be valued as per the provisions of the Income-tax Act/Rules, wherever applicable and in absence of any such provisions, perquisites shall be valued at actual cost.

RESOLVED FURTHER that the aggregate of remuneration i.e. salary, commission together with monetary value of perquisites, including the remuneration received from Modi Apollo International Group Pvt. Ltd. as Director, shall not exceed the higher maximum limit payable from either of the two companies in terms of applicable provisions of Companies Act, 2013.

RESOLVED FURTHER that In the event of absence or inadequacy of profits in any financial year of the Company during tenure of Ms Charu Modi as Executive Director, her remuneration will be governed by the ceiling provided for minimum remuneration in Section II or section III of Part II of Schedule V and other applicable provisions of Companies Act, 2013 unless permission from the Central Government is obtained for paying more.

RESOLVED FURTHER that Ms. Charu Modi shall not be paid any Sitting Fees for attending the meetings of the Board of Directors or any

Committee thereof during the currency of her tenure as Executive Director of the Company.

RESOLVED FURTHER that subject to the supervision and control of the Chairman and Managing Director and the Board of Directors, Ms. Charu Modi will be carrying out such duties and exercise such powers as may be entrusted to her by the Chairman and Managing Director and / or the Board of Directors of the Company from time to time.

RESOLVED FURTHER that the Board of Directors be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

7. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2016 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions of the Companies Act, 2013 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 payable to M/s Kalpana P. Mehta & Company, Cost Accountants, (Membership Number 21623) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the financial year ending March 31, 2016, amounting upto Rs. 1,50,000 plus taxes as applicable and out-of-pocket expenses incurred by them in connection with the said audit be and is hereby ratified and confirmed.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By Order of the Board,  
For Indofil Industries Limited

CS. Chintamani D Thatte  
Head Compliance and Company Secretary

Mumbai, August 11, 2015

## NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and to vote instead of himself. The proxy need not be a member of the Company. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. The proxy form duly completed and signed should be deposited at the Company's Registered Office at Mumbai, not later than 48 hours before the time fixed for the meeting.
2. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, in respect of Item nos 5, 6 and 7 which set out details relating to Special Business at the meeting, is annexed hereto.
3. All documents referred to in the accompanying Notice are open for inspection at the Registered Office of the Company during office hours on all working days except Saturday between 11.00 A.M. to 1.00 P.M. up to the date of the Annual General Meeting.
4. Members holding shares in physical form are requested to notify change of address or bank mandates, under their signatures to M/s. MAS Services Limited, T-34, Okhla Industrial Area, Phase II, New Delhi-110020, the Registrars and Transfer Agents (RTA) of the Company, quoting Folio Numbers. Members holding shares in electronic form may update such details with their respective Depository Participants (DPs). All correspondence regarding electronic form / Transfer / Consolidation / Split-up of shares etc. should be addressed to them for expeditious disposal.
5. The Register of Members and Shares Transfer Books will remain closed from Thursday, the 10<sup>th</sup> September, 2015 to Wednesday, the 16<sup>th</sup> September, 2015 (both days inclusive) for the purpose of payment of dividend to those Members who hold shares in physical form and whose names stand on the Register of Members as on 16<sup>th</sup> September, 2015. The dividend in respect of shares held in electronic form will be payable to the beneficial owners of the shares as at the close of business hours on Wednesday, the 9<sup>th</sup> September, 2015 as per details furnished by the depositories for this purpose.
6. To avoid loss of dividend warrants in transit, undue delay and incidence of fraudulent encashment of the dividend warrants, the Company has provided a facility to the members for remittance of dividend through the National Electronic Clearing system (NECS). The NECS facility is available at locations identified by Reserve Bank of India from time to

time and covers most of the cities and towns. Members holding shares in physical form and desirous of availing this facility are requested to contact the Company's Registrars and Transfer Agents. In case of members holding shares in demat mode, they should furnish details in the prescribed format of their Depository Participants (DP).

7. Members/Proxies should bring duly filled attendance slip sent herewith for attending the meeting.
8. The relevant details, brief resume of the Directors, seeking appointment/reappointment at the Annual General Meeting as per Item No(s) 3 and 5 are provided in the Annual Report.
9. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

10. **Instructions for E-Voting:**

(1) In compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Rules, 2015, the Company is pleased to offer e-voting facility to exercise their right to vote on resolutions proposed to be considered at the ensuing Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).

(2) The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.

(3) The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

(4) The remote e-voting period commences on 13<sup>th</sup> September, 2015 (9:00 am) and ends on 15<sup>th</sup> September, 2015 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 9<sup>th</sup> September,

2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

(5) The process and manner for remote e-voting are as under:

**Members are requested to refer the Notice of Annual General Meeting (AGM) and Attendance Slip**

a. Initial Password is provided, as follows :

EVEN (Electronic Voting Event Number)	User ID	Password/PIN
Provided in the Electronic Voting Particulars Portion of the Attendance Slip		

b. Launch internet browser by typing the following URL:  
<https://www.evoting.nsd.com/>

c. Click on Shareholder – Login

d. Insert User ID and Initial Password as noted in step (a) above and click 'Login'

e. Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your Password with any person and take utmost care to keep it confidential.

f. Home page of remote e-voting will open. Click on remote e-voting – Active Voting Cycles.

g. Select 'EVEN' (E-voting Event Number) of Indofil Industries Limited.

h. Now you are ready for remote e-voting as 'Cast Vote' page opens.

i. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.

j. Upon confirmation, the message 'Vote cast successfully' will be displayed.

k. Once you have voted on the resolution, you will not be allowed to modify your vote



- I. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter, etc. together with attested specimen signature of the person(s) who are authorized to vote, to the Scrutinizer through e-mail to [scrutinizerindofil@modi.com](mailto:scrutinizerindofil@modi.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**(6) General Instructions:**

- A. In case of any queries, please refer to the Frequently Asked Questions (FAQs) and the e-voting user manual for members available in the 'Downloads' section of <http://www.evoting.nsdl.com>. You can also contact NSDL via email at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
- B. If you are already registered with NSDL for e-voting then you can use your existing User ID and Password for casting vote.
- C. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date of 9<sup>th</sup> September, 2015.
- D. Member(s) can opt for only one mode of voting i.e. either physical voting through ballot or e-voting. In case a member has used both means then vote cast by e-voting will alone be treated as valid.
- E. Any person, who acquires shares of the Company and becomes a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 9<sup>th</sup> September, 2015, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA, MAS Services Limited.

However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.

- F. Mr. Amit Dadheech, proprietor, M/s Amit R Dadheech & Associates, Company Secretaries, 63, Rajgir Chambers, 12, Shahid Bhagat Singh Marg, Opp. Old Custom House, Mumbai, 400 023 has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

- G. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility
- H. The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith
- I. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.indofilcc.com](http://www.indofilcc.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing

**EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS AT ITEM NOS 5, 6 and 7 PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**Item No. 5**

Pursuant to the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company, the Board of Directors of the Company appointed Mr. Lalit Kumar Modi as an Additional Director of the Company with effect from November 17, 2014, to hold office up to the date of this Annual General Meeting. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 from a member proposing his candidature appointment as Director.

Mr. Lalit Kumar Modi is one of India's most successful and visionary entrepreneurs.

His career has encompassed industry, entertainment and sport, a blend of expertise that combined in 2008 to create the Indian Premier League: (IPL) one of the world's most exciting and celebrated sports leagues.

Mr. Lalit Kumar Modi began his career in the world of Indian industry as President and Managing Director of Modi Enterprises. In 1993, he ventured

into the entertainment world, creating a partnership with Walt Disney Pictures that brought the world famous studio's programming to million's of Indian's television screens. The following year, Mr. Lalit Kumar Modi moved into sports broadcasting through an exclusive deal with the US sports television giant ESPN to distribute its sporting content throughout India.

A passionate and life-long cricket fan, Mr. Lalit Kumar Modi was elected President of Rajasthan Cricket Association in 2004 and at the same time joined the Board of Control for Cricket in India (BCCI). The following year he became BCCI Vice President with responsibility for the Board's commercial interests.

Under Mr. Lalit Kumar Modi's stewardship, Indian cricket enjoyed a commercial revolution. Through a series of innovative partnerships with leading global brands and broadcasters including Nike, Sahara, Sony, ESPN and Viacom, Indian cricket's revenues increased seven fold between 2005 and 2008. In 2008 the BCCI enjoyed record annual revenues of \$1 billion.

In 2008 Mr. Lalit Kumar Modi created the Indian Premier League, a unique blend of sport, entertainment and Bollywood glamour. Featuring the world's greatest cricket players, the Twenty20 tournament has become, in just four years, a phenomenal success. The league is currently valued in excess of \$4 billion and enjoys an annual, global audience of 200 million. The IPL's unprecedented success inspired Forbes Magazine to describe it, in 2009, as the 'world's hottest sports league'.

No Director other than Mr. Lalit Kumar Modi, Mr. K.K. Modi, Ms. Charu Modi and Mr. Samir Kumar Modi and Key Managerial Personnel or their relatives are concerned or interested in the proposed resolution. Mr. Lalit Kumar Modi is son of Mr. K. K. Modi and brother of Ms. Charu Modi and Mr. Samir Kumar Modi, Directors of the Company.

The Board recommends the Resolution as set out at item no. 5 for approval by shareholders.

#### **Item No. 6**

The shareholders will recall the appointment of Ms. Charu Modi as Executive Director of the Company with effect from 1<sup>st</sup> April, 2014 for a period of 5 years at the 21<sup>st</sup> Annual General Meeting of the Company held on 22<sup>nd</sup> September, 2014

The Company, during the year, has achieved remarkable growth with its turnover crossing Rs 1,500 crore. Moreover, the Company is aggressively

concentrating on its expansion plans besides exploring opportunities both in India and abroad.

Since there has been a considerable increase in the duties and responsibilities performed by the Executive Director and after considering the prevailing managerial remuneration in industry, the Board of Directors at their meeting held on 28<sup>th</sup> July, 2015 on the recommendations made by the Nomination and Remuneration Committee, decided to increase the same suitably so as to bring it in line with the remuneration of Executive Directors in other comparable organizations and also considering the general increase in cost of living. The Board has approved the revision in her salary from Rs 6 lacs per month to Rs 20 lacs per month and payment of Commission @ 1% of the net profits subject to a ceiling revised from Rs 72 lacs to Rs 100 lacs. All other terms and conditions of her appointment as the Executive Director of the Company as approved earlier, shall remain unchanged and have been reproduced in the resolution for reference of shareholders. Provided that the salary, commission and monetary value of perquisites shall not exceed overall ceiling of Rs. 500 lacs per annum and shall be within the relevant provisions of the Companies Act, 2013. However, the Board of Directors shall be authorised to make necessary variations, amendments or revisions in the salary, commission, perquisites and benefits etc., within the ceiling of total remuneration approved by the shareholders.

No Director other than Ms Charu Modi, Mr. K.K. Modi, Mr. Lalit Kumar Modi and Mr. Samir Kumar Modi and Key Managerial Personnel or their relatives are concerned or interested in the proposed resolution. Ms. Charu Modi is daughter of Mr. K. K. Modi and sister of Mr. Lalit Kumar Modi and Mr. Samir Kumar Modi

The Board recommends the resolution as set out at item 6 for approval by shareholders.

#### **Item No. 7**

The Board, on the recommendation of the Audit Committee, has approved the appointment and remuneration of M/s Kalpana P. Mehta & Co, Cost Accountants, as the Cost Auditors to conduct the audit of the cost records of the Company in respect of products Insecticides, Organic & Inorganic chemicals of Thane plant for the financial year ending March 31, 2016. They are proposed to be appointed at a remuneration of upto Rs. 1,50,000/- for cost audit of these products for the financial year ending March 31, 2016.

In accordance with the provisions of Section 148 of the Act read with the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors has to be ratified by the shareholders of the Company.

Accordingly, consent of the members is sought for passing an Ordinary Resolution as set out at Item No. 7 of the Notice for ratification of the remuneration payable to the Cost Auditors for the financial year ending March 31, 2016.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice. The Board commends the Resolution as set out at item No. 7 for approval by the shareholders.

By Order of the Board,  
For Indofil Industries Limited

CS Chintamani D Thatte  
Head Compliance and Company Secretary

Mumbai, August 11, 2015