

INDOFIL INDUSTRIES LIMITED

CIN:U24110MH1993PLC070713

Regd. Office: Kalpataru Square, 4th floor, Kondivita Road, Off.
Andheri Kurla Road, Andheri (East), Mumbai 400 059

Tel : +91 22 6663 7373, Fax : +91 22 2832 2272

Website : www.indofilcc.com

NOTICE

NOTICE is hereby given that 24th Annual General Meeting of the Members of the Company will be held on Friday, the 15th September, 2017 at 11.00 A.M. at Rama & Sundri Watumull Auditorium, K.C. College, Dinshaw Wacha Road, Churchgate, Mumbai – 400 020 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, 2017 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 23rd Annual General Meeting as Statutory Auditors of the Company to hold office till the conclusion of the 25th Annual General Meeting to be held in the year 2018 on such remuneration as shall be fixed by the Board of Directors of the Company”

SPECIAL BUSINESS

5. To re-appoint Mr. Krishna Kumar Modi (DIN: 00029407) as Chairman and Managing Director 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 AS A SPECIAL RESOLUTION THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions, if any, 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) and subject to such approvals as may be required, approval of the Company be and is hereby accorded to the re-appointment of Mr. Krishna Kumar Modi (DIN: 00029407) as Chairman and Managing Director of the Company, for a period of 5 (five) years with effect from 1st March, 2017 on the terms and conditions including remuneration as set out hereunder, with remuneration payable from April 1, 2017, with liberty to the Board of Directors (which shall be deemed to include the Nomination and Remuneration Committee of the Board of Directors) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit and as may be acceptable to Mr Krishna Kumar 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 guidelines relating to managerial remuneration as may be notified by the Government of India from time to time;

- a. Salary : Rs. 60 lakhs per month, subject to revision upwards as may be permitted under Companies Act, 2013 and/or any amendment thereof and/or as may be approved by the Board including the Nomination & Remuneration Committee of the Board.
- b. Commission : Payment of Commission equivalent to 5% of the net profits of the Company, for each financial year, less salary and value of perquisites/allowances/benefits paid for each financial year, computed in the manner laid down under Sections 198 and other applicable provisions of the Companies Act, 2013
- c. Perquisites : In addition to salary and commission, he 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 actual 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 his family, at actual.
- 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.

RESOLVED FURTHER THAT the aggregate of the remuneration i.e. Salary, Commission, Perquisites, allowances and benefits etc payable to Mr. Krishna Kumar Modi shall be subject to overall ceiling of 5% of the net profits for one such managerial personnel and 10% of the net profits for all the managerial personnel in case of more than one such managerial personnel, provided that the total managerial remuneration including the remuneration received by him from Godfrey Phillips India Limited as President and Managing Director shall not be higher than the maximum limit payable from either of the two Companies in terms of the applicable provisions and Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the term of office of Mr. Krishna Kumar Modi as Chairman and Managing Director, the Company makes no profits or the profits made are inadequate, the Company may pay Mr. Krishna Kumar Modi the remuneration by way of salary, perquisites, allowances and benefits as may be agreed to by the Board of Directors and Mr. Krishna Kumar Modi not exceeding the limits laid down in Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT Mr. Krishna Kumar 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 his tenure as Managing Director of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (which shall be deemed to include the Nomination & Remuneration Committee of the Board of Directors) be and is hereby authorized to do all such acts and take all such steps as it may consider necessary or desirable to give effect to this resolution including obtaining approval of the Central Government, if required, and to alter and vary the terms and conditions of the said reappointment and / or remuneration as it may deem fit and as may be acceptable to Mr Krishna Kumar Modi, subject to the same not exceeding the

limits specified under Section 197 and Schedule V to the Companies Act, 2013 or any statutory modifications(s) or re-enactment thereof or any other guidelines relating to managerial remuneration as may be notified by the Government of India from time to time.

RESOLVED FURTHER THAT Mr Krishna Kumar Modi shall have the general control and management of the business Company and strategic business decisions and initiatives which span a variety of areas, including corporate strategy, business growth strategy, strategic planning, portfolio strategy, business restructuring and be and is hereby vested with the same powers and authorities as are vested in the Board of Directors of the Company, subject to such restrictions and limitations which the Board may prescribe from time to time or which under the Articles of Association of the Company or under the Companies Act, 2013 can only be exercised either with the approval of the Board or Shareholders of the Company.

RESOLVED FURTHER that in view of appointment of Dr Atchutuni Rao as Director – Manufacturing, Operations, Safety, as Occupier under Factories Act, 1948 and rules made there under, of all factories and manufacturing units and plants of the Company, Mr. K.K. Modi, as Managing Director of the Company, shall not be a person in charge of and/or a person responsible for the management, supervision and/or day to day affairs and/or operations of any and all the factories/ manufacturing units and plants of the Company at various locations.

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 UNANIMOUSLY that in partial modification of Resolution passed at the 22nd Annual General Meeting of the Company held on 16th September, 2015 for revision in terms of remuneration of Ms. Charu Modi (DIN: 00029625), Executive Director of the Company and pursuant to the provisions of Sections 196, 197, 198 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 April, 2017 for the remaining period of her tenure i.e upto 31st March, 2019, on the 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 Section 197 read with 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. 30 lakhs per month, subject to revision upwards as may be permitted under Companies Act, 2013 and/or any amendment thereof and/or as may be approved by the Board including the Nomination & Remuneration Committee of the Board.
- b. Commission : Payment of Commission equivalent 5% of the net profits of the Company, for each financial year, less salary and value of perquisites/allowances/benefits paid to her and whole time director, if any, for each financial year, computed in the manner laid down under Sections 198 and other applicable provisions of the Companies Act, 2013
- 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 actual 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 actual.
- 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.

RESOLVED FURTHER THAT the aggregate of the remuneration i.e. Salary, Commission, Perquisites, allowances and benefits etc payable to Ms. Charu Modi shall be subject to overall ceiling of 5% of the net profits for one such managerial personnel and 10% of the net profits for all

the managerial personnel in case of more than one such managerial personnel as computed in accordance with the relevant provisions of Companies Act, 2013.

RESOLVED FURTHER THAT where in any financial year during the term of office of Ms. Charu Modi as Executive Director, the Company makes no profits or the profits made are inadequate, the Company may pay Ms. Charu Modi the remuneration by way of salary, perquisites, allowances and benefits as may be agreed to by the Board of Directors and Ms. Charu Modi not exceeding the limits laid down in Section II of Part II of Schedule V and other applicable provisions of Companies Act, 2013 or any statutory modification(s) or re-enactment thereof, 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, overall control of the Chairman & Managing Director and the Board of Directors, Ms. Charu Modi will be primarily responsible for setting-up the Company's and its international subsidiaries' strategic direction and supporting a range of strategic initiatives which initiatives span a variety of areas, including corporate strategy, business growth strategy, strategic planning, portfolio strategy, business restructuring. In addition, 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 in view of appointment of Dr Atchutuni Rao as Director – Manufacturing, Operations, Safety, as Occupier under Factories Act, 1948 and rules made there under, of all factories and manufacturing units and plants of the Company, Ms. Charu Modi, as

Executive Director of the Company, shall not be a person in charge of and/or a person responsible for the management, supervision and/or day to day affairs and/or operations of any and all the factories/ manufacturing units and plants of the Company at various locations.

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.”

7. To approve the remuneration of the Cost Auditors for the financial year ending March 31, 2018 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, 2018, amounting upto Rs. 2,20,000 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, June 29, 2017

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 Saturday, the 9th September, 2017 to Friday, the 15th September, 2017 (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 15th September, 2017. 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 Friday, the 8th September, 2017 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, 5 and 6 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 12th September, 2017 (9:00 am) and ends on 14th September, 2017 (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 8th September,

2017, 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.nSDL.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 with a copy marked to 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
- 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 8th September, 2017.
- 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. 8th September, 2017, may obtain the login ID and password by sending a request at 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 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 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

Mr. Krishna Kumar Modi was appointed as Chairman and Managing Director of the Company at the 19th Annual General Meeting of the Company held on September 12, 2012 at a remuneration of Rs 10,00,000/- per month, Commission of 2% of the net profits of the Company computed under the provisions of Sections 349 and 350 of the Companies Act, 1956, for a particular year, along with perquisites, allowances and benefits with effect from March 1, 2012 for a period of five years. Mr Krishna Kumar Modi is also President and Managing Director of Godfrey Phillips India Limited and drawing remuneration from there.

The aforesaid term of appointment and payment of remuneration to Mr Krishna Kumar Modi was valid upto February 28, 2017 and as such keeping in view a substantial increase in the turnover and profits of the Company with substantial growth in domestic and international business under his dynamic leadership and able control, management and valuable guidance and his vast long and rich experience and expertise in various fields, the Board of Directors

at their meeting held on 23rd December, 2016, on the recommendation of Nomination & Remuneration Committee, reappointed him as Chairman and Managing Director for a further period of five years with effect from March 1, 2017 and at their meeting subsequent meeting held on 3rd March, 2017, on the recommendation of Nomination & Remuneration Committee, approved the payment of increased remuneration of Rs 60,00,000 per month, Commission along with Perquisites, allowances, benefits, and other terms and condition as stated in the resolution with effect from April 1, 2017 till remaining period of his tenure upto February 28, 2022.

Mr Krishna Kumar Modi has attained the age of 75 years and hence in terms of the provisions of Schedule V of the Companies Act, 2017 a special resolution is needed to be passed as mentioned in item no 5 of the accompanying notice. The Directors recommend the passing of special resolution.

The Company has received a notice in writing from a member alongwith deposit of requisite amount under Section 160 of the Act, proposing his candidature for the office of Director

No Director except Mr. K.K. Modi, Ms Charu Modi, Mr. Samir Kumar Modi and Ms Aliya Modi and no Key Managerial Personnel or their relatives are concerned or interested in the proposed resolution. Mr. Krishna Kumar Modi is the father of Ms Charu Modi and Mr. Samir Kumar Modi and is grandfather Ms Aliya Modi.

Item No. 6

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

Since her appointment as Executive Director of the Company, with effect from 1st April, 2014, the Company has achieved remarkable growth in overall performance including turnover and profits. Moreover, the Company is aggressively concentrating on its expansion plans besides exploring opportunities both in India and abroad. Under her leadership, apart from existing plant at Dahej for manufacture of Mancozeb, the Company has set up new Synthesis plant at Dahej and has been setting up another EBDC & SPC products plant at Dahej. These new facilities will significantly increase the Company's manufacturing strength, thereby expanding its product portfolio. As a part of expanding business to new geographies, the Company has set-up a subsidiary in Brazil. Ms Charu Modi has been leading as Sponsor to

activate the operations of this subsidiary to make it a successful business venture.

Keeping in view a considerable increase in the duties and responsibilities performed by Ms. Charu Modi and the growth in performance of the Company during her tenure as Executive Director and after considering the prevailing managerial remuneration in industry, the Board of Directors at their meeting held on 3rd March, 2017, 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 20 lacs per month to Rs 30 lacs per month and payment of Commission @ 5% of the net profits of the Company, for each financial year, less salary and value of perquisites/allowances/benefits paid to her and whole time director, if any, for each financial year, computed in manner as provided under Companies Act, 2013 and rules there under and/or any amendment thereof w.e.f. 1st April, 2017 to remaining period of her tenure i.e. upto 31st March, 2019. 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/allowances/benefits shall be subject to the provisions of Section 197 read with Schedule V and other applicable provisions, if any, the Companies Act, 2013. However, the Board of Directors shall be authorized 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 except Ms Charu Modi, Mr. K.K. Modi, Mr. Samir Kumar Modi and Ms Aliya Modi and no 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. Samir Kumar Modi. Ms Aliya Modi is the niece of Ms Charu 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, 2018. They

are proposed to be appointed at a remuneration of upto Rs. 2,20,000/- for cost audit of these products for the financial year ending March 31, 2018.

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, 2018.

None of the Directors / Key Managerial Personnel of the Company / their relatives is concerned or interested 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, June 29, 2017