

27th July, 2016

The National Stock Exchange of India Limited
Listing Department,
Exchange Plaza, Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051

BSE Limited,
Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

Company Symbol : **ICIL**

Scrip Code : **521016**

Dear Sir,

Sub: Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

This is to inform you that the 27th Annual General Meeting (AGM) of the Company was held on Tuesday, 26th July, 2016 at 12.30 p.m. at Hotel Pavillion, Conference Room, 1st Floor, 392, E Ward, Assembly Road, Near Basant Bahar Theater, Shahpuri, Kolhapur – 416 001, Maharashtra.

Please find enclosed herewith:

- a) Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- b) Consolidated Report of the Scrutinizer dated 27th July, 2016 on remote e-voting and voting through Ballot forms / poll at the AGM
- c) Summary of voting on the resolutions

This is for your information and record.

Thanking You,

Yours truly,

For **INDO COUNT INDUSTRIES LIMITED**



AMRUTA AVASARE
COMPANY SECRETARY

Encl: A/a

Indo Count Industries Limited – 27th Annual General Meeting – Voting Results
Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of AGM	26 th July, 2016
Total number of shareholders on record date (as on 19th July, 2016)	32199
Number of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	12
Public	28
Number of shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter group	N.A
Public	

For Indo Count Industries Ltd.


Company Secretary

Resolution 1: To receive, consider and adopt the Audited Standalone Financial Statements of the Company including Balance Sheet as at 31st March 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/Special):		Ordinary Resolution										
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No										
Category	Mode of Voting	Number of shares held	(1)	(2)	(3) = [(2)/(1)]*100	Number of votes - In Favour	Number of votes - Against	(6) = [(4)/(2)]*100	(5)	(7) = [(5)/(2)]*100	% of votes Favour on votes polled	% of votes Against on votes polled
Promoter and Promoter Group	E-Voting			23268350	99.98	23268350	0	100.00	0	0.00	100.00	0.00
	Poll			0	0.00	0	0	0.00	0	0.00	0.00	0.00
	Postal Ballot	23272350		0	0.00	0	0	0.00	0	0.00	0.00	0.00
	Total			23268350	99.98	23268350	0	100.00	0	0.00	100.00	0.00
Public Institutions	E-Voting			5055697	78.96	5055697	0	100.00	0	0.00	100.00	0.00
	Poll			0	0.00	0	0	0.00	0	0.00	0.00	0.00
	Postal Ballot	6403060		0	0.00	0	0	0.00	0	0.00	0.00	0.00
	Total			5055697	78.96	5055697	0	100.00	0	0.00	100.00	0.00
Public Non Institutions	E-Voting			1412286	14.40	1412286	0	100.00	0	0.00	100.00	0.00
	Poll			0	0.00	0	0	0.00	0	0.00	0.00	0.00
	Postal Ballot	9804524		0	0.00	0	0	0.00	0	0.00	0.00	0.00
	Total			1412286	14.40	1412286	0	100.00	0	0.00	100.00	0.00
Total			39479934	75.32	29736333	0	100.00	0	0.00	100.00	0.00	

For Indo Count Industries Ltd.



Company Secretary

Resolution 2: To receive, consider and adopt the Audited Consolidated Financial Statements of the Company including Balance Sheet as at 31st March 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Auditors thereon.

Resolution required: (Ordinary/Special):		Ordinary Resolution									
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No									
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour polled	% of votes Against on votes polled			
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100			
Promoter and Promoter Group	E-Voting		23268350	99.98	23268350	0	100.00	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot	23272350	0	0.00	0	0	0.00	0.00			
	Total		23268350	99.98	23268350	0	100.00	0.00			
Public Institutions	E-Voting		5055697	78.96	5055697	0	100.00	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot	6403060	0	0.00	0	0	0.00	0.00			
	Total		5055697	78.96	5055697	0	100.00	0.00			
Public Non Institutions	E-Voting		1412286	14.40	1412286	0	100.00	0.00			
	Poll		0	0.00	0	0	0.00	0.00			
	Postal Ballot	9804524	0	0.00	0	0	0.00	0.00			
	Total		1412286	14.40	1412286	0	100.00	0.00			
Total		39479934	29736333	75.32	29736333	0	100.00	0.00			

For Indo Count Industries Ltd.



Company Secretary

Resolution 3: To confirm the payment of Interim Dividend of Re. 1/- per Equity Share of Rs. 10/- each.									
Resolution required: (Ordinary/Special): Ordinary Resolution									
Whether Promoter/Promoter group are interested in the Agenda/Resolution? No									
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled (6) = [(4)/(2)]*100	% of votes Against on votes polled (7) = [(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	23272350	23268350	99.98	23268350	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot		0	0.00	0	0	0.00	0.00	
	Total		23268350	99.98	23268350	0	100.00	0.00	
Public Institutions	E-Voting	6403060	5055697	78.96	5055697	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot		0	0.00	0	0	0.00	0.00	
	Total		5055697	78.96	5055697	0	100.00	0.00	
Public Non Institutions	E-Voting	9804524	1412286	14.40	1412286	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot		0	0.00	0	0	0.00	0.00	
	Total		1412286	14.40	1412286	0	100.00	0.00	
Total		39479934	29736333	75.32	29736333	0	100.00	0.00	

For Indo Count Industries Ltd.


Company Secretary

Resolution 4: To declare a Final Dividend of Re. 1/- per Equity Share of Rs. 10/- each.									
Resolution required: (Ordinary/Special): Ordinary Resolution									
Whether Promoter/Promoter group are interested in the Agenda/Resolution? No									
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled	
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		23268350	99.98	23268350	0	100.00		0.00
	Poll		0	0.00	0	0	0.00		0.00
	Postal Ballot	23272350	0	0.00	0	0	0.00		0.00
	Total		23268350	99.98	23268350	0	100.00		0.00
Public Institutions	E-Voting		5055697	78.96	5055697	0	100.00		0.00
	Poll		0	0.00	0	0	0.00		0.00
	Postal Ballot	6403060	0	0.00	0	0	0.00		0.00
	Total		5055697	78.96	5055697	0	100.00		0.00
Public Non Institutions	E-Voting		1412286	14.40	1412286	0	100.00		0.00
	Poll		0	0.00	0	0	0.00		0.00
	Postal Ballot	9804524	0	0.00	0	0	0.00		0.00
	Total		1412286	14.40	1412286	0	100.00		0.00
Total		39479934	29736333	75.32	29736333	0	100.00		0.00

For Indo Count Industries Ltd.



Company Secretary

Resolution 5: To appoint a Director in place of Mr. Kamal Mitra (DIN: 01839261), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.									
Resolution required: (Ordinary/Special): Ordinary Resolution									
Whether Promoter/Promoter group are interested in the Agenda/Resolution? No									
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled	
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		23268350	99.98	23268350	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot	23272350	0	0.00	0	0	0.00	0.00	
	Total		23268350	99.9828	23268350	0	100.00	0.00	
Public Institutions	E-Voting		4964161	77.53	3969801	994360	79.97	20.03	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot	6403060	0	0.00	0	0	0.00	0.00	
	Total		4964161	77.53	3969801	994360	79.97	20.03	
Public Non Institutions	E-Voting		1412286	14.40	1412286	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot	9804524	0	0.00	0	0	0.00	0.00	
	Total		1412286	14.40	1412286	0	100.00	0.00	
Total		39479934	29644797	75.09	28650437	994360	96.65	3.35	

For Indo Count Industries Ltd.



Company Secretary

Resolution 6: To ratify the appointment of M/s B. K. Shroff & Co. as Statutory Auditors to hold office from the conclusion of Twenty Seventh Annual General Meeting till the conclusion of Twenty Eight Annual General Meeting and to fix their remuneration.

Resolution required: (Ordinary/Special):		Ordinary Resolution													
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No													
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled	(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting		23268350	99.98	23268350	0	100.00	0.00							
	Poll		0	0.00	0	0	0.00	0.00							
	Postal Ballot	23272350	0	0.00	0	0	0.00	0.00							
	Total			23268350	99.9828	23268350	0	100.00	0.00						
Public Institutions	E-Voting		4964161	77.53	4860161	104000	97.91	2.10							
	Poll		0	0.00	0	0	0.00	0.00							
	Postal Ballot	6403060	0	0.00	0	0	0.00	0.00							
	Total			4964161	77.5279	4860161	104000	97.91	2.10						
Public Non Institutions	E-Voting		1412286	14.40	1412286	0	100.00	0.00							
	Poll		0	0.00	0	0	0.00	0.00							
	Postal Ballot	9804524	0	0.00	0	0	0.00	0.00							
	Total			1412286	14.40	1412286	0	100.00	0.00						
Total		39479934	29644797	75.09	29540797	104000	99.65	0.35							

For Indo ~~Opt~~ Industries Ltd.

Company Secretary

Resolution 7: To appoint Mr. Mohit Anilkumar Jain as a Director of the Company.									
Resolution required: (Ordinary/Special): Ordinary Resolution									
Whether Promoter/Promoter group are interested in the Agenda/Resolution?									
Category	Mode of Voting	Number of shares held	Yes						
			Number of votes polled	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	Number of votes - In Favour	Number of votes - Against	% of votes in Favour on votes polled (6) = [(4)/(2)]*100	% of votes Against on votes polled (7) = [(5)/(2)]*100	
Promoter and Promoter Group	E-Voting	(1)	19463757	83.63	19463757	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot	23272350	0	0.00	0	0	0.00	0.00	
	Total		19463757	83.63	19463757	0	100.00	0.00	0.00
Public Institutions	E-Voting		5055697	78.96	4927612	128085	97.47	2.53	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot	6403060	0	0.00	0	0	0.00	0.00	
	Total		5055697	78.96	4927612	128085	97.47	2.53	
Public Non Institutions	E-Voting		1412286	14.40	1412286	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot	9804524	0	0.00	0	0	0.00	0.00	
	Total		1412286	14.40	1412286	0	100.00	0.00	0.00
Total		39479934	25931740	65.68	25803655	128085	99.51	0.49	

For Indo Count Industries Ltd.


Company Secretary

Resolution 8: To appoint Mr. Mohit Anilkumar Jain as the Managing Director of the Company for a period of 5 years w.e.f. 9 th May, 2016.										
Resolution required: (Ordinary/Special): Special Resolution										
Whether Promoter/Promoter group are interested in the Agenda/Resolution?										
Category	Mode of Voting	Number of shares held	Yes							
			(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		19463757	83.63	19463757	0	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot	23272350	0	0.00	0	0	0.00	0.00		
	Total		19463757	83.63	19463757	0	100.00	0.00		
Public Institutions	E-Voting		4606071	71.94	4476042	130029	97.18	2.82		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot	6403060	0	0.00	0	0	0.00	0.00		
	Total		4606071	71.94	4476042	130029	97.18	2.82		
Public Non Institutions	E-Voting		1412286	14.40	1412286	0	100.00	0.00		
	Poll		0	0.00	0	0	0.00	0.00		
	Postal Ballot	9804524	0	0.00	0	0	0.00	0.00		
	Total		1412286	14.40	1412286	0	100.00	0.00		
Total		39479934	64.54	25352085	130029	99.49	0.51			

For Indo Count Industries Ltd.


Company Secretary

Resolution 9: To re-appoint Mr. Anil Kumar Jain, Executive Chairman of the Company for a period of 3 years w.e.f. 1st October, 2016.

Resolution required: (Ordinary/Special): Special Resolution												
Whether Promoter/Promoter group are interested in the Agenda/Resolution?												
Category	Mode of Voting	Number of shares held	(1)	Number of votes polled	(2)	% of votes polled on outstanding shares (3) = [(2)/(1)]*100	Number of votes - In Favour	(4)	Number of votes - Against	(5)	% of votes in Favour on votes polled (6) = [(4)/(2)]*100	% of votes Against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting			19463757		83.63	19463757		0		100.00	0.00
	Poll			0		0.00	0		0		0.00	0.00
	Postal Ballot		23272350	0		0.00	0		0		0.00	0.00
	Total			19463757		83.63	19463757		0		100.00	0.00
Public Institutions	E-Voting			4606071		71.94	4606071		0		100.00	0.00
	Poll			0		0.00	0		0		0.00	0.00
	Postal Ballot		6403060	0		0.00	0		0		0.00	0.00
	Total			4606071		71.94	4606071		0		100.00	0.00
Public Non Institutions	E-Voting			1412286		14.40	1412286		0		100.00	0.00
	Poll			0		0.00	0		0		0	0.00
	Postal Ballot		9804524	0		0.00	0		0		0	0.00
	Total			1412286		14.40	1412286		0		100.00	0.00
Total			39479934		64.54	25482114		0		100.00	0.00	

For Indo Count Industries Ltd.

Company Secretary

Resolution 10: To re-appoint Mr. Kailash R. Lalpuria, Executive Director for a period of 3 years w.e.f. 1st October, 2016.

Resolution required: (Ordinary/Special): Special Resolution															
Whether Promoter/Promoter group are interested in the Agenda/Resolution?															
Category	Mode of Voting	Number of shares held	(1)	Number of votes polled	(2)	% of votes polled on outstanding shares	(3) = [(2)/(1)]*100	Number of votes – In Favour	(4)	Number of votes – Against	(5)	% of votes in Favour on votes polled	(6) = [(4)/(2)]*100	% of votes Against on votes polled	(7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting			23268350		99.98		23268350		0		100.00		0.00	
	Poll			0		0.00		0		0		0.00		0.00	
	Postal Ballot	23272350		0		0.00		0		0		0.00		0.00	
	Total			23268350		99.98		23268350		0		100.00		0.00	
Public Institutions	E-Voting			5055697		78.96		3402991		1652706		67.31		32.69	
	Poll			0		0.00		0		0		0.00		0.00	
	Postal Ballot	6403060		0		0.00		0		0		0.00		0.00	
	Total			5055697		78.96		3402991		1652706		67.31		32.69	
Public Non Institutions	E-Voting			1412286		14.40		1412286		0		100.00		0.00	
	Poll			0		0.00		0		0		0.00		0.00	
	Postal Ballot	9804524		0		0.00		0		0		0.00		0.00	
	Total			1412286		14.40		1412286		0		100.00		0.00	
Total			39479934		29736333		75.32		28083627		1652706		94.44		5.56

For Indo Count Industries Ltd.


Company Secretary

Resolution 11: To re-appoint Mr. Kamal Mitra, Director (Works) for a period of 3 years w.e.f. 1st October, 2016.

Resolution required: (Ordinary/Special): Special Resolution									
Whether Promoter/Promoter group are interested in the Agenda/Resolution?									
Category	Mode of Voting	Number of shares held	Number of votes polled	% of votes polled on outstanding shares	Number of votes – In Favour	Number of votes – Against	% of votes in Favour on votes polled	% of votes Against on votes polled	
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		23268350	99.98	23268350	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot	23272350	0	0.00	0	0	0.00	0.00	
	Total		23268350	99.98	23268350	0	100.00	0.00	0.00
Public Institutions	E-Voting		4964161	77.53	3203263	1760898	64.53	35.47	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot	6403060	0	0.00	0	0	0.00	0.00	
	Total		4964161	77.53	3203263	1760898	64.53	35.47	
Public Non Institutions	E-Voting		1412286	14.40	1412286	0	100.00	0.00	
	Poll		0	0.00	0	0	0.00	0.00	
	Postal Ballot	9804524	0	0.00	0	0	0.00	0.00	
	Total		1412286	14.40	1412286	0	100.00	0.00	0.00
Total		39479934	29644797	75.09	27883899	1760898	94.06	5.94	

For Indo Count Industries Ltd.


Company Secretary

Resolution 12: Increase in borrowing powers of the Board upto Rs. 1,600 Crores pursuant to Section 180 (1) (c) of the Companies Act, 2013.

Resolution required: (Ordinary/Special):		Special Resolution									
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No									
Category	Mode of Voting	Number of shares held	(1)	(2)	(3) = [(2)/(1)]*100	Number of votes In Favour	Number of votes – Against	% of votes Favoured polled	% of votes in	% of votes Against on votes polled	
						(4)	(5)	(6) = [(4)/(2)]*100	(7) = [(5)/(2)]*100		
Promoter and Promoter Group	E-Voting			23268350	99.98	23268350	0	100.00	0.00		
	Poll			0	0.00	0	0	0.00	0.00		
	Postal Ballot	23272350		0	0.00	0	0	0.00	0.00		
	Total			23268350	99.98	23268350	0	100.00	0.00		
Public Institutions	E-Voting			4964161	77.53	4847999	116162	97.66	2.34		
	Poll			0	0.00	0	0	0.00	0.00		
	Postal Ballot	6403060		0	0.00	0	0	0.00	0.00		
	Total			4964161	77.53	4847999	116162	97.66	2.34		
Public Non Institutions	E-Voting			1412286	14.40	1412286	0	100.00	0.00		
	Poll			0	0.00	0	0	0	0.00		
	Postal Ballot	9804524		0	0.00	0	0	0	0.00		
	Total			1412286	14.40	1412286	0	100.00	0.00		
Total			29644797	75.09	29528635	116162	99.61	0.39			

For Indo Count Industries Ltd.



Company Secretary

Resolution 13: Increase in power of the Board to create charge upto Rs. 1,600 Crores pursuant to Section 180 (1) (a) of the Companies Act, 2013.

Resolution required: (Ordinary/Special):		Special Resolution									
Whether Promoter/Promoter group are interested in the Agenda/Resolution?		No									
Category	Mode of Voting	Number of shares held	(1)	(2)	(3) = [(2)/(1)]*100	Number of votes In Favour	Number of votes - Against	% of votes in Favour on votes polled	% of votes Against on votes polled	(7) = [(5)/(2)]*100	
Promoter and Promoter Group	E-Voting			23268350	99.98	23268350	0	100.00	0.00		
	Poll			0	0.00	0	0	0.00	0.00		
	Postal Ballot	23272350		0	0.00	0	0	0.00	0.00		
	Total			23268350	99.98	23268350	0	100.00	0.00		
Public Institutions	E-Voting			4964161	77.53	4847999	116162	97.66	2.34		
	Poll			0	0.00	0	0	0.00	0.00		
	Postal Ballot	6403060		0	0.00	0	0	0.00	0.00		
	Total			4964161	77.53	4847999	116162	97.66	2.34		
Public Non Institutions	E-Voting			1412286	14.40	1412286	0	100.00	0.00		
	Poll			0	0.00	0	0	0	0.00		
	Postal Ballot	9804524		0	0.00	0	0	0	0.00		
	Total			1412286	14.40	1412286	0	100.00	0.00		
Total			39479934		29644797	116162	99.61	0.39			

For Indo Count Industries Ltd.



Company Secretary

Notes:

1. The votes cast does not include invalid notes.
2. All the aforesaid resolutions were passed with requisite majority.

For **INDO COUNT INDUSTRIES LIMITED**

A handwritten signature in black ink, appearing to read 'Amruta Avasare', written over a horizontal line.

AMRUTA AVASARE
COMPANY SECRETARY

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Residence : 61/48, "Kamal-Wel", Bharati Nivas Society, Off Karve Road, Erandvane, Pune - 411 004. ☎ : 2542 1046 / Mob. : 9422309448

Date : 27.07.2016

Consolidated Report of Scrutinizer on remote e-voting and physical Ballot / Poll at the Annual General Meeting

To,

The Chairman,

of 27th Annual General Meeting (AGM) of the shareholders of **INDO COUNT INDUSTRIES LIMITED** (having its registered office at Office No. 1, Plot No. 266, Village Alte Kumbhoj Road, Taluka Hatkanangale District Kolhapur 416109, Maharashtra, India) held on Tuesday, 26th July, 2016 at 12.30 P. M. at Hotel Pavillion, Conference Room, 1st floor, 392 E ward, Assembly Road, Near Basant Bahar Theater, Shahupuri, Kolhapur 416 001, Maharashtra.

Dear Sir,

Re: Scrutinizer's Report on voting through remote e -voting, , Poll / Ballot forms in terms of provisions of the Companies Act, 2013 read with the Rules issued there under and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- A.** I, Chandrashekhar Kulkarni, Proprietor of C V Kulkarni & Co., Practicing Company Secretaries, appointed as Scrutinizer in the meeting of Board of Directors of the Company held on 8th June 2016 to conduct the **Remote e-voting process** and **Physical Ballot Forms / Poll Papers** received from shareholders who did not availed e voting facility pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 in respect of resolution included in Notice of 27th AGM;
- B.** The Company has availed the remote e-voting facility provided by Central Depository Services (India) Limited (CDSL) for conducting the remote e voting by the shareholders of the Company. The remote e voting commenced on 22nd July, 2016 at 9 A. M. and ended on 25th July, 2016 at 5 P. M. and the CDSL remote e -voting platform was unblocked thereafter.
- C.** The votes cast under the remote e-voting facility were thereafter unblocked in the present of two witnesses who were not in employment of the Company on 26th July, 2016 immediately after the conclusion of Annual General Meeting and after the conclusion of the Physical Ballot voting at the AGM the votes cast there under were counted.
- D.** The Company had also provided voting Physical Ballot forms/Poll papers to the members who do not have access to remote e-voting / have not already cast their voter through remote e-voting facility. However, none of the Members have casted vote through Ballot / Poll.
- E.** The shareholders of the Company holding shares as on the "Cut Off" date of 19th July, 2016 were entitled to vote on the proposed resolutions at set out at Item Nos. 1 to 13 in the notice of the AGM of the Company.
- F.** I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the CDSL e-voting system and now submit my report as under on the result of the voting through electronic means and physical mode in respect of the said resolutions. There were no invalid votes.

I further declare that all resolutions were passed with requisite majority.



Indo Count Industries Limited

Resolution No. 1:-

Ordinary Resolution to receive, consider and adopt the Audited Standalone Financial Statements of the Company including Balance Sheet as at 31st March, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		2,32,68,350	99.98	2,32,68,350	0	100.00	0.00
	Poll	2,32,72,350	-	0.00	-	0	0.00	0.00
	Postal Ballot		-	0.00	-	0	0.00	0.00
	Total		2,32,68,350	99.98	2,32,68,350	0	100.00	0.00
Public Institutions	E-Voting		50,55,697	78.96	50,55,697	0	100.00	0.00
	Poll	64,03,060	-	0.00	-	0	0.00	0.00
	Postal Ballot		-	0.00	-	0	0.00	0.00
	Total		50,55,697	78.96	50,55,697	0	100.00	0.00
Public Non Institutions	E-Voting		14,12,286	14.40	14,12,286	0	100.00	0.00
	Poll	98,04,524	-	0.00	-	0	0.00	0.00
	Postal Ballot		-	0.00	-	0	0.00	0.00
	Total		14,12,286	14.40	14,12,286	0	100.00	0.00
Total		3,94,79,934	2,97,36,333	75.32	2,97,36,333	0	100.00	0.00



Resolution No. 2:-

Ordinary Resolution to receive, consider and adopt the Audited Consolidated Financial Statements of the Company including Balance Sheet as at 31st March, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Auditors thereon

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = $\frac{[2]}{[1]} \times 100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7] = $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		2,32,68,350	99.98	2,32,68,350	0	100.00	0.00
	Poll		-	0.00	-	0	0.00	0.00
	Postal Ballot	2,32,72,350	-	0.00	-	0	0.00	0.00
	Total		2,32,68,350	99.98	2,32,68,350	0	100.00	0.00
Public Institutions	E-Voting		50,55,697	78.96	50,55,697	0	100.00	0.00
	Poll		-	0.00	-	0	0.00	0.00
	Postal Ballot	64,03,060	-	0.00	-	0	0.00	0.00
	Total		50,55,697	78.96	50,55,697	0	100.00	0.00
Public Non Institutions	E-Voting		14,12,286	14.40	14,12,286	0	100.00	0.00
	Poll		-	0.00	-	0	0.00	0.00
	Postal Ballot	98,04,524	-	0.00	-	0	0.00	0.00
	Total		14,12,286	14.40	14,12,286	0	100.00	0.00
Total		3,94,79,934	2,97,36,333	75.32	2,97,36,333	0	100.00	0.00



Indo Count Industries Limited

Resolution No. 3:-

Ordinary Resolution to confirm the payment of Interim Dividend of Rs. 1/- per Equity Share of Rs. 10/- each.

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3] = {[2]/[1]}*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6] = {[4]/[2]}*100	% of Votes against on votes polled [7] = {[5]/[2]}*100
Promoter and Promoter Group	E-Voting		2,32,68,350	99.98	2,32,68,350	0	100.00	0.00
	Poll	2,32,72,350	-	0.00	-	0	0.00	0.00
	Postal Ballot		-	0.00	-	0	0.00	0.00
	Total		2,32,68,350	99.98	2,32,68,350	0	100.00	0.00
Public Institutions	E-Voting		50,55,697	78.96	50,55,697	0	100.00	0.00
	Poll	64,03,060	-	0.00	-	0	0.00	0.00
	Postal Ballot		-	0.00	-	0	0.00	0.00
	Total		50,55,697	78.96	50,55,697	0	100.00	0.00
Public Non Institutions	E-Voting		14,12,286	14.40	14,12,286	0	100.00	0.00
	Poll	98,04,524	-	0.00	-	0	0.00	0.00
	Postal Ballot		-	0.00	-	0	0.00	0.00
	Total		14,12,286	14.40	14,12,286	0	100.00	0.00
Total		3,94,79,934	2,97,36,333	75.32	2,97,36,333	0	100.00	0.00



Indo Count Industries Limited

Resolution No. 4:-

Ordinary Resolution to declare a Final Dividend of Re. 1/- per Equity Share of Rs. 10/- each.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		2,32,68,350	99.98	2,32,68,350	0	100.00	0.00
	Poll		-	0.00	-	0	0.00	0.00
	Postal Ballot	2,32,72,350	-	0.00	-	0	0.00	0.00
	Total		2,32,68,350	99.98	2,32,68,350	0	100.00	0.00
Public Institutions	E-Voting		50,55,697	78.96	50,55,697	0	100.00	0.00
	Poll		-	0.00	-	0	0.00	0.00
	Postal Ballot	64,03,060	-	0.00	-	0	0.00	0.00
	Total		50,55,697	78.96	50,55,697	0	100.00	0.00
Public Non Institutions	E-Voting		14,12,286	14.40	14,12,286	0	100.00	0.00
	Poll		-	0.00	-	0	0.00	0.00
	Postal Ballot	98,04,524	-	0.00	-	0	0.00	0.00
	Total		14,12,286	14.40	14,12,286	0	100.00	0.00
Total		3,94,79,934	2,97,36,333	75.32	2,97,36,333	0	100.00	0.00



Indo Count Industries Limited

Resolution No. 5:-

Ordinary Resolution to appoint a Director in place of Mr. Kamal Mitra (DIN: 01839261) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		2,32,68,350	99.98	2,32,68,350	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot	2,32,72,350	-	0.00	-	-	0.00	0.00
	Total		2,32,68,350	99.98	2,32,68,350	-	100.00	0.00
Public Institutions	E-Voting		49,64,161	77.53	39,69,801	9,94,360	79.97	20.03
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot	64,03,060	-	0.00	-	-	0.00	0.00
	Total		49,64,161	77.53	39,69,801	9,94,360	79.97	20.03
Public Non Institutions	E-Voting		14,12,286	14.40	14,12,286	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot	98,04,524	-	0.00	-	-	0.00	0.00
	Total		14,12,286	14.40	14,12,286	-	100.00	0.00
Total		3,94,79,934	2,96,44,797	75.09	2,86,50,437	9,94,360	96.65	3.35



Indo Count Industries Limited

Resolution No. 6:-

Ordinary Resolution to ratify the appointment of M/s. B. K. Shroff & Co., Chartered Accountants (ICAI Registration No. 302166E), as the Statutory Auditors of the Company, to hold office from the conclusion of Twenty Seventh Annual General Meeting till the conclusion of Twenty Eighth Annual General Meeting and to fix their remuneration.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		2,32,68,350	99.98	2,32,68,350	-	100.00	0.00
	Poll	2,32,72,350	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		2,32,68,350	99.98	2,32,68,350	-	100.00	0.00
Public Institutions	E-Voting		49,64,161	77.53	48,60,161	1,04,000	97.91	2.10
	Poll	64,03,060	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		49,64,161	77.53	48,60,161	1,04,000	97.90	2.10
Public Non Institutions	E-Voting		14,12,286	14.40	14,12,286	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot	98,04,524	-	0.00	-	-	0.00	0.00
	Total		14,12,286	14.40	14,12,286	-	100.00	0.00
Total		3,94,79,934	2,96,44,797	75.09	2,95,40,797	1,04,000	99.65	0.35



Indo Count Industries Limited

Resolution No. 7:-

Ordinary Resolution for Appointment of Mr. Mohit Anilkumar Jain (DIN: 01473966) (who was appointed as an Additional Director of the Company w.e.f. 9th May, 2016) as a Director of the Company

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		1,94,63,757	83.63	1,94,63,757	-	100.00	0.00
	Poll	2,32,72,350	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	0.00	0.00	
	Total		1,94,63,757	83.63	1,94,63,757	-	100.00	0.00
Public Institutions	E-Voting		50,55,697	78.96	49,27,612	1,28,085	97.47	2.53
	Poll	64,03,060	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	0.00	0.00	
	Total		50,55,697	78.96	49,27,612	1,28,085	97.47	2.53
Public Non Institutions	E-Voting		14,12,286	14.40	14,12,286	-	100.00	0.00
	Poll	98,04,524	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	0.00	0.00	
	Total		14,12,286	14.40	14,12,286	-	100.00	0.00
Total		3,94,79,934	2,59,31,740	65.68	2,58,03,655	1,28,085	99.51	0.49



Indo Count Industries Limited

Resolution No. 8:-

Special Resolution for Appointment of Mr. Mohit Anilkumar Jain (DIN: 01473966) as the Managing Director of the Company for a period of 5 years w.e.f. 9th May, 2016

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		1,94,63,757	83.63	1,94,63,757	-	100.00	0.00
	Poll	2,32,72,350	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		1,94,63,757	83.63	1,94,63,757	-	100.00	0.00
Public Institutions	E-Voting		46,06,071	71.94	44,76,042	1,30,029	97.18	2.82
	Poll	64,03,060	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		46,06,071	71.94	44,76,042	1,30,029	97.18	2.82
Public Non Institutions	E-Voting		14,12,286	14.40	14,12,286	-	100.00	0.00
	Poll	98,04,524	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		14,12,286	14.40	14,12,286	-	100.00	0.00
Total		3,94,79,934	2,54,82,114	64.54	2,53,52,085	1,30,029	99.49	0.51



Resolution No. 9:-

Special Resolution for Re-appointment of Mr. Anil Kumar Jain (DIN: 00086106) a Whole-Time Director of the Company designated as "Executive Chairman" for a period of 3 years w.e.f. 1st October, 2016

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]} \times 100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]} \times 100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting		1,94,63,757	83.63	1,94,63,757	-	100.0	0.0
	Poll	2,32,72,350	-	0.00	-	-	0.0	0.0
	Postal Ballot		-	0.00	-	-	0.0	0.0
	Total		1,94,63,757	83.63	1,94,63,757	-	100.0	0.0
Public Institutions	E-Voting		46,06,071	71.94	46,06,071	-	100.0	0.0
	Poll	64,03,060	-	0.00	-	-	0.0	0.0
	Postal Ballot		-	0.00	-	-	0.0	0.0
	Total		46,06,071	71.94	46,06,071	-	100.0	0.0
Public Non Institutions	E-Voting		14,12,286	14.40	14,12,286	-	100.0	0.0
	Poll	98,04,524	-	0.00	-	-	0.0	0.0
	Postal Ballot		-	0.00	-	-	0.0	0.0
	Total		14,12,286	14.40	14,12,286	-	100.0	0.0
Total		3,94,79,934	2,54,82,114	64.54	2,54,82,114	-	100.0	0.0



Indo Count Industries Limited

Resolution No. 10:-

Special Resolution for Re-appointment of Mr. Kailash R. Lalpuria (DIN: 00059758) as a Whole-Time Director designated as "Executive Director" of the Company for a period of 3 years w.e.f. 1st October, 2016.

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		2,32,68,350	99.98	2,32,68,350	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot	2,32,72,350	-	0.00	-	-	0.00	0.00
	Total		2,32,68,350	99.98	2,32,68,350	-	100.00	0.00
Public Institutions	E-Voting		50,55,697	78.96	34,02,991	16,52,706	67.31	32.69
	Poll	64,03,060	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		50,55,697	78.96	34,02,991	16,52,706	67.31	32.69
Public Non Institutions	E-Voting		14,12,286	14.40	14,12,286	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot	98,04,524	-	0.00	-	-	0.00	0.00
	Total		14,12,286	14.40	14,12,286	-	100.00	0.00
Total		3,94,79,934	2,97,36,333	75.32	2,80,83,627	16,52,706	94.44	5.56



Indo Count Industries Limited

Resolution No. 11:-

Special Resolution for Re-appointment of Mr. Kamal Mitra (DIN: 01839261) as Whole-Time Director designated as Director (Works) of the Company for a period of 3 years w.e.f. 1st October, 2016.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		2,32,68,350	99.98	2,32,68,350	-	100.00	0.00
	Poll		-	0.00	-	-	0.00	0.00
	Postal Ballot	2,32,72,350	-	0.00	-	-	0.00	0.00
	Total		2,32,68,350	99.98	2,32,68,350	-	100.00	0.00
Public Institutions	E-Voting		49,64,161	77.53	32,03,263	17,60,898	64.53	35.47
	Poll	64,03,060	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		49,64,161	77.53	32,03,263	17,60,898	64.53	35.47
Public Non Institutions	E-Voting		14,12,286	14.40	14,12,286	-	100.00	0.00
	Poll	98,04,524	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		14,12,286	14.40	14,12,286	-	100.00	0.00
Total		3,94,79,934	2,96,44,797	75.09	2,78,83,899	17,60,898	94.06	5.94



Indo Count Industries Limited

Resolution No. 12:-

Special Resolution for Increase in borrowing powers of the Board provided that the total amount of money or monies so borrowed and outstanding at any time (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business) shall not exceed Rs. 1,600 Crores (Rupees One Thousand Six Hundred Crores Only);.

Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]=([2]/[1])*100	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]=([4]/[2])*100	% of Votes against on votes polled [7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting		2,32,68,350	99.98	2,32,68,350	-	100.00	0.00
	Poll	2,32,72,350	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	0.00	0.00	
	Total		2,32,68,350	99.98	2,32,68,350	-	100.00	0.00
Public Institutions	E-Voting		49,64,161	77.53	48,47,999	1,16,162	97.66	2.34
	Poll	64,03,060	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	0.00	0.00	
	Total		49,64,161	77.53	48,47,999	1,16,162	97.66	2.34
Public Non Institutions	E-Voting		14,12,286	14.40	14,12,286	-	100.00	0.00
	Poll	98,04,524	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	0.00	0.00	
	Total		14,12,286	14.40	14,12,286	-	100.00	0.00
Total		3,94,79,934	2,96,44,797	75.09	2,95,28,635	1,16,162	99.61	0.39



Indo Count Industries Limited

Resolution No. 13:-

Special Resolution for increase in the power of Board of Directors to create charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such from manner and with such ranking and on such terms as the Board may deem fit, in favour of the Lenders / Trustee to secure borrowings upto Rs. 1,600 Crores;.

Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes -Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting		2,32,68,350	99.98	2,32,68,350	-	100.00	0.00
	Poll	2,32,72,350	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		2,32,68,350	99.98	2,32,68,350	-	100.00	0.00
Public Institutions	E-Voting		49,64,161	77.53	48,47,999	1,16,162	97.66	2.34
	Poll	64,03,060	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		49,64,161	77.53	48,47,999	1,16,162	97.66	2.34
Public Non Institutions	E-Voting		14,12,286	14.40	14,12,286	-	100.00	0.00
	Poll	98,04,524	-	0.00	-	-	0.00	0.00
	Postal Ballot		-	0.00	-	-	0.00	0.00
	Total		14,12,286	14.40	14,12,286	-	100.00	0.00
Total		3,94,79,934	2,96,44,797	75.09	2,95,28,635	1,16,162	99.61	0.39

Thanking you

FOR C.V.KULKARNI & CO.

COMPANY SECRETARIES

C.V. Kulkarni

C.V.KULKARNI

COMPANY SECRETARY IN PRACTICE



CP NO. 2792

FCS NO. 3342

Place : Kolhapur

Date : 27.07.2016

SUMMARY OF VOTING ON RESOLUTIONS

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company including Balance Sheet as at 31st March, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon. – **Votes in favour : 100.00% ; Votes against : 0.00% - Resolution has been passed unanimously.**
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company including Balance Sheet as at 31st March, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Auditors thereon. – **Votes in favour : 100.00% ; Votes against : 0.00% - Resolution has been passed unanimously.**
3. To confirm the payment of Interim Dividend of Re. 1/- per Equity Share of Rs. 10/- each. – **Votes in favour : 100.00% ; Votes against : 0.00% - Resolution has been passed unanimously.**
4. To declare a Final Dividend of Re. 1/- per Equity Share of Rs. 10/- each. – **Votes in favour : 100.00% ; Votes against : 0.00% - Resolution has been passed unanimously.**
5. To appoint a Director in place of Mr. Kamal Mitra (DIN: 01839261) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment. – **Votes in favour : 96.65% ; Votes against : 3.35% - Resolution has been passed with requisite majority.**
6. To ratify the appointment of Auditors to hold office from the conclusion of Twenty Seventh Annual General Meeting till the conclusion of Twenty Eighth Annual General Meeting and to fix their remuneration.

"RESOLVED THAT pursuant to the provisions of Section 139, 142 and any other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s) thereof and as recommended by the Audit Committee, the appointment of M/s. B. K. Shroff & Co., Chartered Accountants (ICAI Registration No. 302166E), as the Statutory Auditors of the Company, to hold office from the conclusion of the Twenty Seventh Annual General Meeting till the conclusion of the Twenty Eighth Annual General Meeting be and is hereby ratified;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to fix the remuneration payable to the Statutory Auditors as recommended by the Audit Committee."

Votes in favour : 99.65% ; Votes against : 0.35% - Resolution has been passed with requisite majority.

SPECIAL BUSINESS

7. Ordinary Resolution for Appointment of Mr. Mohit Anilkumar Jain as a Director of the Company

"RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Mohit Anilkumar Jain (DIN: 01473966) who was appointed as an Additional Director of the Company w.e.f. 9th May, 2016 and who holds office upto the date of this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act 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."

Votes in favour : 99.51% ; Votes against : 0.49% - Resolution has been passed with requisite majority.

8. Special Resolution for Appointment of Mr. Mohit Anilkumar Jain as the Managing Director of the Company

"RESOLVED THAT in accordance with the provisions of sections 196, 197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Mohit Anilkumar Jain (DIN: 01473966) as the Managing Director of the Company for a period of 5 years w.e.f. 9th May, 2016 on the remuneration and other terms and conditions as set out below, for a period of 3 years from 9th May, 2016 to 8th May, 2019 with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force):

A) Salary and Perquisites:

Basic Salary: Rs. 10,00,000/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors.

Perquisites and Allowances:

Category I

1. Rent Free Fully Furnished Accommodation or House Rent Allowance equal to 100% of the Basic Salary.

For Indo Count Industries Ltd.


Company Secretary

2. Furnishing of residential accommodation with free use of all facilities, Repairs and House Maintenance, Medical Allowance, Servant / Helper Allowance, Re-imbursment of gas, electricity, water charges or any other utilities, Special Allowance or such other allowances as may be decided by the Board - Upto 40% of Basic Salary.
3. Chauffer Driven Company Cars for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the cars.
4. Telephone, Mobile & other Communication facilities, computers, laptops at the Residence for official purpose and expenses incurred thereof.
5. Payment of membership fees for clubs in India including any admission / life membership fees and other allied expenses.
6. Leave Travel Allowance (LTA) - As per the policy of the Company for the Executive Chairman / Managing Director / Whole-Time Directors of the Company.
7. Travelling Expenses – As per the Travel Policy of the Company for the Directors of the Company.
8. Medical / Health Insurance - As per the Medical Insurance policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
9. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy taken for Mr. Mohit Anilkumar Jain, Managing Director shall be borne by the Company.
10. Any other allowances, benefits and perquisites as per the rules and / or policy of the Company as are applicable to the Managing Director of the Company and / or which may become applicable in the future, subject to the recommendation of the Nomination and Remuneration Committee.

Category II

The Company's contribution to Provident Fund, Superannuation or Annuity fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

B) Commission

The Commission as may be approved by the Board (or a Committee thereof) for each financial year. Total remuneration may exceed 5% of the net profits, subject to the overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profit, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Overall Remuneration:

For Indo Count Industries Ltd.


Company Secretary

The aggregate of salary, allowances and perquisites in a financial year shall not exceed the limits prescribed under Section 197, Schedule V and other relevant provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Mohit Anilkumar Jain during a period of 3 years w.e.f. 9th May, 2016 be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT in the case of absence or inadequacy of profits during the period of 3 years w.e.f. 9th May, 2016, total remuneration payable to Mr. Mohit Anilkumar Jain, Managing Director, by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT Mr. Mohit Anilkumar Jain, Managing Director shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Votes in favour : 99.49% ; Votes against : 0.51% Resolution has been passed with requisite majority.

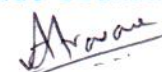
9. **Special Resolution for Re-appointment of Mr. Anil Kumar Jain - "Executive Chairman" of the Company**

"**RESOLVED THAT** in accordance with the provisions of sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Anil Kumar Jain (DIN: 00086106) as a Whole-Time Director of the Company designated as "Executive Chairman" for a period of 3 years w.e.f. 1st October, 2016 on the remuneration and other terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

(A) Salary and Perquisites:

Basic Salary: Rs. 14,00,000/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors.

For Indo Count Industries Ltd.



Company Secretary

Perquisites and Allowances

Category I

1. Rent Free Fully Furnished Accommodation or House Rent Allowance equal to 100% of the Basic Salary.
2. Furnishing of residential accommodation with free use of all facilities, Repairs and House Maintenance, Medical Allowance, Servant / Helper Allowance, Re-imburement of gas, electricity, water charges or any other utilities, Special Allowance or such other allowances as may be decided by the Board - Upto 40% of Basic Salary.
3. Chauffer Driven Company Cars for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the cars.
4. Telephone, Mobile & other Communication facilities, computers, laptops at the Residence for official purpose and expenses incurred thereof.
5. Payment of membership fees for clubs in India including any admission / life membership fees and other allied expenses.
6. Leave Travel Allowance (LTA) - As per the policy of the Company for the Executive Chairman / Managing Director / Whole-Time Directors of the Company.
7. Travelling Expenses – As per the Travel policy of the Company for the Directors of the Company.
8. Medical / Health Insurance - As per the Medical Insurance policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
9. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy taken for Mr. Anil Kumar Jain, Executive Chairman shall be borne by the Company.
10. Any other allowances, benefits and perquisites as per the rules and / or policy of the Company as are applicable to the Executive Chairman of the Company and / or which may become applicable in the future, subject to the recommendation of the Nomination and Remuneration Committee.

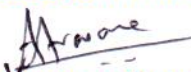
Category II

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

(B) Commission

The Commission as may be approved by the Board (or a Committee thereof) for each financial year. Total remuneration may exceed 5% of the net profits as calculated under section 198 of

For Indo Count Industries Ltd.


Company Secretary

the Act, subject to, the overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Anil Kumar Jain during his tenure of office be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profit, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Anil Kumar Jain, Executive Chairman, total remuneration payable to him by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT Mr. Anil Kumar Jain, Executive Chairman shall not be liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Votes in favour : 100.00% ; Votes against : 0.00% - Resolution has been passed unanimously

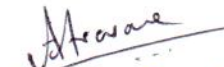
10. **Special Resolution for Re-appointment of Mr. Kailash R. Lalpuria - Executive Director of the Company.**

"RESOLVED THAT in accordance with the provisions of sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Kailash R. Lalpuria (DIN: 00059758) as a Whole-Time Director designated as "Executive Director" of the Company for a period of 3 years w.e.f. 1st October, 2016 on the remuneration and other terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013;

(A) Salary and Perquisites

Basic Salary: Rs. 2,93,335/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors.

For Indo Count Industries Ltd.


Company Secretary

Perquisites and Allowances

Category I

1. House Rent Allowance - Upto 50% of the Basic Salary.
2. Servant Allowance, Medical Allowance, Special Allowance or any other Allowance as may be decided by the Board - Upto 40% of Basic Salary.
3. Chauffer Driven Company Car for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the car.
4. Telephone, Mobile & other Communication facilities, computers, laptops at the Residence for official purpose and expenses incurred thereof.
5. Leave Travel Allowance (LTA) - As per the policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
6. Travelling Expenses – As per the policy of the Company for Directors of the Company.
7. Medical / Health Insurance - As per the Medical Insurance policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
8. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy taken for Mr. Kailash R. Lalpuria, Executive Director shall be borne by the Company.

Category II

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

(B) Commission

The Commission as may be approved by the Board (or a Committee thereof) for each financial year provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Kailash R. Lalpuria during his tenure of office be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Directors is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

For Indo Count Industries Ltd.


Company Secretary

RESOLVED FURTHER THAT in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Kailash R. Lalpuria, Executive Director, total remuneration payable to him by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT Mr. Kailash R. Lalpuria, Executive Director shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Votes in favour : 94.44% ; Votes against : 5.56% Resolution has been passed with requisite majority.

11. **Special Resolution for Re-appointment of Mr. Kamal Mitra - Director (Works) of the Company.**

"RESOLVED THAT in accordance with the provisions of sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Kamal Mitra (DIN: 01839261) as Whole-Time Director designated as Director (Works) of the Company for a period of 3 years w.e.f. 1st October, 2016 on the remuneration and other terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013;

(A) Salary and Perquisites

Basic Salary: Rs. 1,68,402/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors of the Company.

Perquisites and Allowances

Category I

1. House Rent Allowance - Upto 50% of the Basic Salary.
2. Medical Reimbursement – As per the policy of the Company.
3. Leave Travel Allowance (LTA) - As per the policy of the Company for the Executive Chairman / Managing Director / Whole-Time Directors of the Company.
4. Chauffeur Driven Company Car for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the car.
5. Travelling Expenses – As per the policy of the Company for Directors of the Company.

For Indo Count Industries Ltd.


Company Secretary

6. Medical / Health Insurance - As per the Medical Insurance policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
7. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy taken for Mr. Kamal Mitra, Director (Works) shall be borne by the Company.

Category II

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included for the purpose of computation of the overall ceiling of remuneration.

(B) Commission

The Commission as may be approved by the Board (or a Committee thereof) for each financial year provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Kamal Mitra during his tenure of office be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Kamal Mitra Director (Works), total remuneration payable to him by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT Mr. Kamal Mitra, Director (Works) shall be liable to retire by rotation;

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

Votes in favour : 94.06% ; Votes against : 5.94% Resolution has been passed with requisite majority.

12. **Special Resolution for Increase in borrowing powers of the Board**

"RESOLVED THAT in supersession of the Special Resolution passed by the shareholders of the Company on 23rd August, 2014 and pursuant to any other applicable provisions of the


Company Secretary

Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include person(s) authorized and / or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Mutual Funds, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, in addition to the monies already borrowed by the Company, (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of paid up capital and free reserves of the Company, provided that the total amount of money or monies so borrowed and outstanding at any time shall not exceed Rs. 1,600 Crores (Rupees One Thousand Six Hundred Crores Only);

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, execute such documents as may be considered necessary, desirable or expedient for giving effect to this Resolution."

Votes in favour : 99.61% ; Votes against : 0.39% Resolution has been passed with requisite majority.

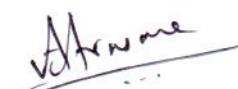
13. Special Resolution for Increase in the power of creation of charge

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company on 23rd August, 2014 and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment(s) thereto or re-enactment (s) thereof), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such from manner and with such ranking and on such terms as the Board may deem fit, in favour of the Lenders / Trustee to secure borrowings upto Rs. 1,600 Crores;

"RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion to give effect to this resolution."

Votes in favour : 99.61% ; Votes against : 0.39% Resolution has been passed with requisite majority.

For **Indo Count Industries Limited**



Amruta Avasare
Company Secretary