

22nd August, 2017

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 28th Annual General Meeting (AGM) of the Company was held on Monday, 21st August, 2017 at 12.30 p.m. at Hotel Vrishali Executive, Conference Hall, 1st Floor, 39 A/2 Tarabai Park, District Kolhapur, 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 21st August, 2017 on remote e-voting and voting through poll at the AGM

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

Head Office : 301, Arcadia, III Floor, Nariman Point, Mumbai - 400021 Maharashtra, India | T 91 22 4341 9500 | F 91 22 2282 3098

Marketing Office : 25, Vardhaman Industrial Complex, Gokul Nagar, Thane (W) - 400601 Maharashtra, India | T 91 22 4151 1800 | F 91 22 2172 0121

Home Textile Division : T3, Kagal - Hatkanangale Five Star, MIDC Ind. Area, Kolhapur - 416216 Maharashtra, India | T 91 231 662 7900 | F 91 231 662 7979

Regd. Office : Office No. 1, Plot No.266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur - 416109 Maharashtra, India | T 91 230 3292933 | F 91 230 2483275

CIN L72200PN1988PLC068972 | E info@indocount.com | W www.indocount.com

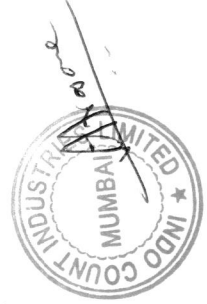
Indo Count Industries Limited – 28 th Annual General Meeting – Voting Results Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of AGM	21 st August, 2017
Total number of shareholders on record date (as on 14th August, 2017)	43667
Number of shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter group	12
Public	42
Number of shareholders attended the meeting through Video Conferencing:	N.A
Promoter and Promoter group	
Public	



Indo Count Industries Limited

1 - To receive, consider and adopt the Standalone Audited Financial Statements including Balance Sheet as at 31st March 2017, 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)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
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]= $\frac{[5]}{[2]} \times 100$	NO
Promoter and Promoter Group	E-Voting		116346750	100.0000	116346750	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	116346750	0	0.0000	0	0	0.0000	0.0000	
	Total		116346750	100.0000	116346750	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting		16702127	47.4874	16702127	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	35171681	0	0.0000	0	0	0.0000	0.0000	
	Total		16702127	47.4874	16702127	0	100.0000	0.0000	0.0000
Public Non Institutions	E-Voting		2912484	6.3479	2912484	0	100.0000	0.0000	
	Poll		1365	0.0030	1365	0	100.0000	0.0000	
	Postal Ballot	45881239	0	0.0000	0	0	0.0000	0.0000	
	Total		2913849	6.3509	2913849	0	100.0000	0.0000	0.0000
Total		197399670	135962726	68.8769	135962726	0	100.0000	0.0000	

Resolution has been passed unanimously.



Indo Count Industries Limited

2 - To receive, consider and adopt the consolidated audited financial statements including Balance Sheet as at 31st March 2017, 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)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
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	NO	
Promoter and Promoter Group	E-Voting		116346750	100.0000	116346750	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	116346750	0	0.0000	0	0	0.0000	0.0000		
	Total		116346750	100.0000	116346750	0	100.0000	0.0000	0.0000	
Public Institutions	E-Voting		16702127	47.4874	16702127	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	35171681	0	0.0000	0	0	0.0000	0.0000		
	Total		16702127	47.4874	16702127	0	100.0000	0.0000	0.0000	
Public Non Institutions	E-Voting		2912484	6.3479	2912484	0	100.0000	0.0000		
	Poll		1365	0.0030	1365	0	100.0000	0.0000		
	Postal Ballot	45881239	0	0.0000	0	0	0.0000	0.0000		
	Total		2913849	6.3509	2913849	0	100.0000	0.0000	0.0000	
Total		197399670	135962726	68.8769	135962726	0	100.0000	0.0000		

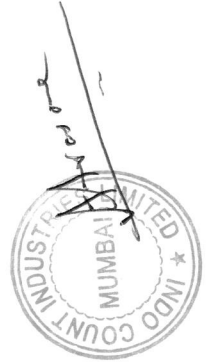
Resolution has been passed unanimously.



Indo Count Industries Limited

3 - To confirm the payment of Interim Dividend of Re. 0.40/- per Equity Share of Rs. 2/- each.									
NO									
Resolution Required : (Ordinary)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$	
Promoter and Promoter Group	E-Voting		116346750	100.0000	116346750	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	116346750	0	0.0000	0	0	0.0000	0.0000	
	Total		116346750	100.0000	116346750	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting		16702127	47.4874	16702127	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	35171681	0	0.0000	0	0	0.0000	0.0000	
	Total		16702127	47.4874	16702127	0	100.0000	0.0000	0.0000
Public Non Institutions	E-Voting		2912479	6.3479	2911279	1200	99.9588	0.0412	
	Poll		1365	0.0030	1365	0	100.0000	0.0000	
	Postal Ballot	45881239	0	0.0000	0	0	0.0000	0.0000	
	Total		2913844	6.3509	2912644	1200	99.9588	0.0412	0.0000
Total		197399670	135962721	68.8769	135961521	1200	99.9991	0.0009	

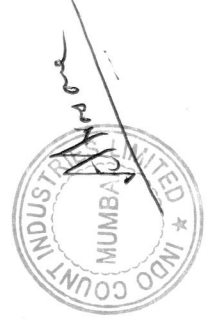
Votes in favour : 99.9991% ; Votes against : 0.0009 %
Resolution has been passed with requisite majority.



Indo Count Industries Limited

4 - To declare a Final Dividend of Re. 0.40/- per Equity Share of Rs. 2/- each.										
NO										
Resolution Required : (Ordinary)										
Whether promoter/ promoter group are interested in the agenda/resolution?										
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		116346750	100.0000	116346750	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	116346750	0	0.0000	0	0	0.0000	0.0000		
	Total			116346750	100.0000	116346750	0	100.0000	0.0000	
Public Institutions	E-Voting		16702127	47.4874	16702127	0	100.0000	0.0000		
	Poll		0	0.0000	0	0	0.0000	0.0000		
	Postal Ballot	35171681	0	0.0000	0	0	0.0000	0.0000		
	Total			16702127	47.4874	16702127	0	100.0000	0.0000	
Public Non Institutions	E-Voting		2912479	6.3479	2912479	0	100.0000	0.0000		
	Poll		1365	0.0030	1365	0	100.0000	0.0000		
	Postal Ballot	45881239	0	0.0000	0	0	0.0000	0.0000		
	Total			2913844	6.3509	2913844	0	100.0000	0.0000	
Total		197399670	135962721	68.8769	135962721	0	100.0000	0.0000		

Resolution has been passed unanimously.



Indo Count Industries Limited

5 - To appoint a Director in place of Mr. Kailash Lalpuria (DIN: 00059758), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.									
Resolution Required : (Ordinary)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
NO									
Category	Mode of Voting	No. of shares held [1]	No. of votes polled [2]	% of Votes Polled on outstanding shares [3]= $\frac{[2]}{[1]}*100$	No. of Votes – in favour [4]	No. of Votes –Against [5]	% of Votes in favour on votes polled [6]= $\frac{[4]}{[2]}*100$	% of Votes against on votes polled [7]= $\frac{[5]}{[2]}*100$	
Promoter and Promoter Group	E-Voting		116346750	100.0000	116346750	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	116346750	0	0.0000	0	0	0.0000	0.0000	
	Total		116346750	100.0000	116346750	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting		16702127	47.4874	7180877	9521250	42.9938	57.0062	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	35171681	0	0.0000	0	0	0.0000	0.0000	
	Total		16702127	47.4874	7180877	9521250	42.9938	57.0062	0.1563
Public Non Institutions	E-Voting		2912484	6.3479	2907931	4553	99.8437	0.1563	
	Poll		1365	0.0030	1365	0	100.0000	0.0000	
	Postal Ballot	45881239	0	0.0000	0	0	0.0000	0.0000	
	Total		2913849	6.3509	2909296	4553	99.8437	0.1563	7.0062
Total		197399670	135962726	68.8769	126436923	9525803	92.9938	7.0062	

Votes in favour : 92.9938% ; Votes against : 7.0062 %
Resolution has been passed with requisite majority.

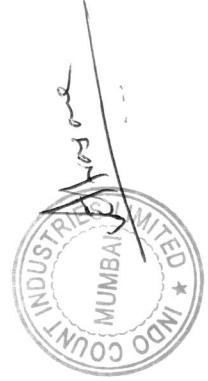


Indo Count Industries Limited

6- To appoint M/s. Suresh Kumar Mittal & Co., Chartered Accountants as Statutory Auditors of the Company, in place of retiring auditors, M/s. B. K. Shroff & Co., Chartered Accountants for a term of five years to hold office from the conclusion of the 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting

Resolution Required : (Ordinary)		NO						
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	116346750	116346750	100.0000	116346750	0	100.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	116346750	0	0.0000	0	0	0.0000	0.0000
	Total		116346750	100.0000	116346750	0	100.0000	0.0000
Public Institutions	E-Voting	14584647	14584647	41.4670	14584647	0	100.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	35171681	0	0.0000	0	0	0.0000	0.0000
	Total		14584647	41.4670	14584647	0	100.0000	0.0000
Public Non Institutions	E-Voting	2912484	2912484	6.3479	2912164	320	99.9890	0.0110
	Poll	1365	1365	0.0030	1365	0	100.0000	0.0000
	Postal Ballot	45881239	0	0.0000	0	0	0.0000	0.0000
	Total		2913849	6.3509	2913529	320	99.9890	0.0110
Total		197399670	133845246	67.8042	133844926	320	99.9998	0.0002

Votes in favour : 99.9998% ; Votes against : 0.0002 %
Resolution has been passed with requisite majority.



Indo Count Industries Limited

7 - To determine charges for service of documents in a particular mode to the members on their request.									
NO									
Resolution Required : (Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
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		116346750	100.0000	116346750	0	100.0000	0.0000	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	116346750	0	0.0000	0	0	0.0000	0.0000	
	Total		116346750	100.0000	116346750	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting		16536097	47.0154	14584647	1951450	88.1988	11.8012	
	Poll		0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot	35171681	0	0.0000	0	0	0.0000	0.0000	
	Total		16536097	47.0154	14584647	1951450	88.1988	11.8012	
Public Non Institutions	E-Voting		2912459	6.3478	2910279	2180	99.9251	0.0749	
	Poll		1365	0.0030	1365	0	100.0000	0.0000	
	Postal Ballot	45881239	0	0.0000	0	0	0.0000	0.0000	
	Total		2913824	6.3508	2911644	2180	99.9252	0.0748	
Total		197399670	135796671	68.7928	133843041	1953630	98.5614	1.4386	

Votes in favour : 98.5614% ; Votes against : 1.4386 %
Resolution has been passed with requisite majority.





Consolidated Scrutinizer's Report on Remote e-voting and Poll

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 as amended, and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015

TO,
The Executive Chairman,
INDO COUNT INDUSTRIES LIMITED
Office No.1, Plot No. 266, Village Alte, Kumbhoj Road,
Taluka-Hatkanangale, Dist. Kolhapur 416109

Dear Sir,

Re : Consolidated Scrutinizer's Report on Remote E-voting and voting conducted through poll at 28th Annual General Meeting of the members of Indo Count Industries Limited held on Monday, 21st August 2017 at 12.30 P.M Hotel Vrishali Executive, Conference Hall, 1st Floor, 39 A/2 Tarabai Park, District Kolhapur – 416003

- 1) I, Shrenik Uday Nagaonkar, Partner of M/s PPS & Associates, Practising Company Secretaries was appointed as scrutinizer by the Board of Directors of Indo Count industries Limited ("the company") for the purpose of remote e-voting process and to scrutinize voting by poll papers at 28th Annual General Meeting ("AGM") of the members of the Company held on Monday 21st August 2017 at 12.30 P.M Hotel Vrishali Executive, Conference Hall, 1st Floor, 39 A/2 Tarabai Park, District Kolhapur - 416003.
- 2) The Compliance with the provisions of the Companies Act, 2013 and the Rules made their under relating to voting through remote e-voting and voting by using poll papers by the members on the resolutions proposed in the notice of 28th Annual General Meeting of the Company is the responsibility of the management. My responsibility as a scrutinizer is to ensure that the voting process through both remote e-voting and by use of poll papers at the meeting are conducted in a fair and transparent manner and provide consolidated scrutinizer's report of the total votes cast in favour or against if any, on the resolutions, based on the report generated from the electronic voting system provided by the National Securities Depository Limited (NSDL) and the report generated for voting by use of pollpapers at the AGM.
- 3) The Company had appointed National Securities Depository Limited ("NSDL") as the service provider for the purpose of extending remote e-voting facility to the members of the company.
- 4) Link Intime India Private Limited is the Registrar and Transfer Agent of the Company.



- 5) The remote e-voting was kept open for 4 days and commenced on 17th August, 2017 at 9.00 A.M. (IST) and ended on 20th August 2017 at 5.00 P. M. (IST). At the end of e-voting period at 5.00 P.M (IST) on 20th August, 2017, the remote e-voting platform of NSDL was blocked.
- 6) At the venue of 28th AGM held on 21st August, 2017, the Company had also provided voting by poll paper to the members who were present for the AGM but could not cast their vote through remote e-voting facility.
- 7) The members of the Company holding shares as on the "Cut Off" date i.e. Monday, 14th August 2017 were entitled to vote through remote e-voting and poll paper on the all proposed resolutions set out at Item Nos. 1 to 7 in the notice of the AGM of the Company.
- 8) After conclusion and counting of voting by poll at AGM on 21st August, 2017, the votes cast under the remote e-voting facility were unblocked by me in the presence of two witnesses who were not in employment of the Company.

After the time fixed for voting of the poll, one poll box kept for polling was locked and sealed in my presence with due identification marks placed by me.

- 9) The locked poll box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
- 10) There were no invalid / incomplete / defective poll papers.
- 11) I have scrutinized and reviewed the voting through remote e-voting facility and votes tendered therein based on the data downloaded from the NSDL e-voting system. I have also scrutinized voting through poll paper. I now submit my consolidated report as under on the result of the voting through remote e-voting and voting conducted through poll paper at the venue of 28th AGM in respect all the resolutions included in the notice of AGM.
- 12) The combined result of the remote e-voting together with that of the voting conducted at venue of the Annual General Meeting by way of Poll Paper is as under:

ORDINARY BUSINESS :

(1) Resolution No. 1 : Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon

Manner of Voting	Total Votes	Invalid Votes	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	135961361	0	135961361	135961361	100.00	0	0.00
Poll	1365	0	1365	1365	100.00	0	0.00
Total	135962726	0	135962726	135962726	100	0	0.00



Manner of Voting	Total Number of Members Voted	Number of Members Voted in favour	Number of Members Voted Against	Number of Members whose votes were invalid
E-Voting	161	161	0	0
Poll	6	6	0	0
Total	167	167	0	0

(2) 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, 2017 together with the report of the Auditors thereon

Manner of Voting	Total Votes	Invalid Votes	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	135961361	0	135961361	135961361	100	0	0.00
Poll	1365	0	1365	1365	100	0	0.00
Total	135962726	0	135962726	135962726	100	0	0.00

Manner of Voting	Total Number of Members Voted	Number of Members Voted in favour	Number of Members Voted Against	Number of Members whose votes were invalid
E-Voting	161	161	0	0
Poll	6	6	0	0
Total	167	167	0	0

(3) Resolution No. 3 : Ordinary Resolution

To confirm the payment of Interim Dividend of Re. 0.40/- per Equity Share of face value of Rs. 2/- each

Manner of Voting	Total Votes	Invalid Votes	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	135961356	0	135961356	135960156	99.999	1200	0.001
Poll	1365	0	1365	1365	100	0	0.00
Total	135962721	0	135962721	135961521	99.999	1200	0.001

Manner of Voting	Total Number of Members Voted	Number of Members Voted in favour	Number of Members Voted Against	Number of Members whose votes were invalid
E-Voting	160	158	2	0
Poll	6	6	0	0
Total	166	164	2	0



(4) Resolution No. 4 : Ordinary Resolution

To declare Final Dividend of Re. 0.40/- per Equity Share of face value of Rs. 2/- each for the Financial Year 2016-17

Manner of Voting	Total Votes	Invalid Votes	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	135961356	0	135961356	135961356	100	0	0.00
Poll	1365	0	1365	1365	100	0	0.00
Total	135962721	0	135962721	135962721	100	0	0.00

Manner of Voting	Total Number of Members Voted	Number of Members Voted in favour	Number of Members Voted Against	Number of Members whose votes were invalid
E-Voting	160	160	0	0
Poll	6	6	0	0
Total	166	166	0	0

(5) Resolution No. 5 : Ordinary Resolution

To appoint a Director in place of Mr. Kailash R. Lalpuria (DIN: 00059758) who retires by rotation and being eligible, offers himself for re-appointment.

Manner of Voting	Total Votes	Invalid Votes	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	135961361	0	135961361	126435558	92.99	9525803	7.01
Poll	1365	0	1365	1365	100	0	0.00
Total	135962726	0	135962726	126436923	92.99	9525803	7.01

Manner of Voting	Total Number of Members Voted	Number of Members Voted in favour	Number of Members Voted Against	Number of Members whose votes were invalid
E-Voting	161	122	39	0
Poll	6	6	0	0
Total	167	128	39	0

(6) Resolution No. 6 : Ordinary Resolution

To appoint M/s. Suresh Kumar Mittal & Co., Chartered Accountants as Statutory Auditors of the Company, in place of retiring Auditors M/s. B. K. Shroff & Co., Chartered Accountants for a term of five years to hold office from the conclusion of the 28th Annual General Meeting till the



conclusion of the 33rd Annual General Meeting, subject to ratification by the members at every Annual General Meeting.

Manner of Voting	Total Votes	Invalid Votes	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	133843881	0	133843881	133843561	99.99	320	0.01
Poll	1365	0	1365	1365	100	0	0.00
Total	133845246	0	133845246	133844926	99.99	320	0.01

Manner of Voting	Total Number of Members Voted	Number of Members Voted in favour	Number of Members Voted Against	Number of Members whose votes were invalid
E-Voting	157	155	2	0
Poll	6	6	0	0
Total	163	161	2	0

SPECIAL BUSINESS:

(7) Resolution No. 7: Special Resolution

To determine charges for service of documents in a particular mode to the members on their request

Manner of Voting	Total Votes	Invalid Votes	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
E-Voting	135795306	0	135795306	133841676	98.56	1953630	1.44
Poll	1365	0	1365	1365	100	0	0.00
Total	135796671	0	135796671	133843041	98.56	1953630	1.44

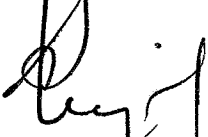
Manner of Voting	Total Number of Members Voted	Number of Members Voted in favour	Number of Members Voted Against	Number of Members whose votes were invalid
E-Voting	158	149	9	0
Poll	6	6	0	0
Total	164	155	9	0

Note: Table showing disclosure of voting results on Resolution Nos. 1 to 7 of the Notice of 28th Annual General Meeting of the Company as per the format specified by the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide their circular CIR/CFD/CMD/8/2015 dated November 04, 2015 are enclosed as **Annexure I**

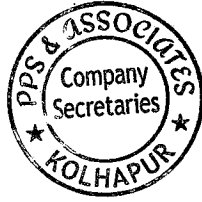


- 13) All the Resolutions mentioned in the Annual General Meeting Notice of Annual General Meeting dated 15th May, 2017 as per the details given above stand passed under remote e-voting and voting conducted at Annual General Meeting by way of Poll Paper with the requisite majority and hence deemed to be passed on the date of the Annual General Meeting.
- 14) All the relevant records of the electronic voting will remain in our safe custody until the Chairman consider, approves and signs the minutes of the 28th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for Safe keeping.

Thanking You
Yours Faithfully
For PPS & Associates
Company Secretaries

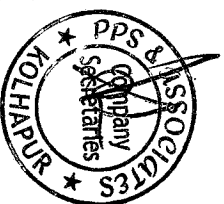


Shrenik Nagaonkar
Partner
M. No. F-7067
CP - 11682
Date: 21.08.2017
Place : Kolhapur



Annexure I

Indo Count Industries Limited									
Resolution Required : (Ordinary)		1 - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?		NO							
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	
Promoter and Promoter Group	E-Voting	[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100	
	Poll	116346750	116346750	100.0000	116346750	0	100.0000	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000	0.0000
	Total	116346750	116346750	100.0000	116346750	0	100.0000	0.0000	0.0000
Public Institutions	E-Voting	35171681	16702127	47.4874	16702127	0	100.0000	0.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000	0.0000
	Total	35171681	16702127	47.4874	16702127	0	100.0000	0.0000	0.0000
Public Non Institutions	E-Voting	45881239	2912484	6.3479	2912484	0	100.0000	0.0000	0.0000
	Poll	1365	1365	0.0030	1365	0	100.0000	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000	0.0000
	Total	45881239	2912484	6.3479	2912484	0	100.0000	0.0000	0.0000
Total	Total	197399670	135962726	68.8769	135962726	0	100.0000	0.0000	0.0000



Indo Count Industries Limited

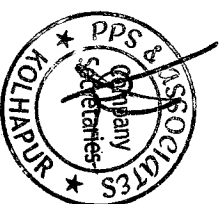
Resolution Required : (Ordinary)

2 - To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2017 together with the report of the Auditors thereon.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

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	116346750	116346750	100.0000	116346750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116346750	100.0000	116346750	0	100.0000	0.0000
Public Institutions	E-Voting	35171681	16702127	47.4874	16702127	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16702127	47.4874	16702127	0	100.0000	0.0000
Public Non Institutions	E-Voting	45881239	2912484	6.3479	2912484	0	100.0000	0.0000
	Poll		1365	0.0030	1365	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2913849	6.3509	2913849	0	100.0000	0.0000
Total		197399670	135962726	68.8769	135962726	0	100.0000	0.0000



Indo Count Industries Limited

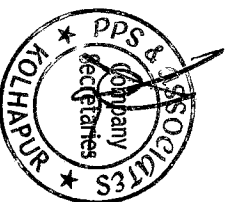
Resolution Required : (Ordinary)

3 - To confirm the payment of Interim Dividend of Rs. 0.40 per Equity Share of Rs. 2/- each.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

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]= $\frac{[2]}{[1]} \times 100$	[4]	[5]	[6]= $\frac{[4]}{[2]} \times 100$	[7]= $\frac{[5]}{[2]} \times 100$
Promoter and Promoter Group	E-Voting	116346750	116346750	100.0000	116346750	0	100.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total		116346750	100.0000	116346750	0	100.0000	0.0000
Public Institutions	E-Voting	35171681	16702127	47.4874	16702127	0	100.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total		16702127	47.4874	16702127	0	100.0000	0.0000
Public Non Institutions	E-Voting	45881239	2912479	6.3479	2911279	1200	99.9588	0.0412
	Poll	0	1365	0.0030	1365	0	100.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total		2913844	6.3509	2912644	1200	99.9588	0.0412
Total		197399670	135962721	68.8769	135961521	1200	99.9991	0.0009



Indo Count Industries Limited

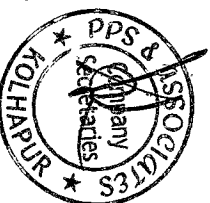
Resolution Required : (Ordinary)

4 - To declare a Final Dividend of Rs. 0.40 per Equity Share of Rs. 2/- each.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

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	116346750	116346750	100.0000	116346750	0	100.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total		116346750	100.0000	116346750	0	100.0000	0.0000
Public Institutions	E-Voting	35171681	16702127	47.4874	16702127	0	100.0000	0.0000
	Poll	0	0	0.0000	0	0	0.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total		16702127	47.4874	16702127	0	100.0000	0.0000
Public Non Institutions	E-Voting	45881239	2912479	6.3479	2912479	0	100.0000	0.0000
	Poll	0	1365	0.0030	1365	0	100.0000	0.0000
	Postal Ballot	0	0	0.0000	0	0	0.0000	0.0000
	Total		2913844	6.3509	2913844	0	100.0000	0.0000
Total		197399670	135962721	68.8769	135962721	0	100.0000	0.0000

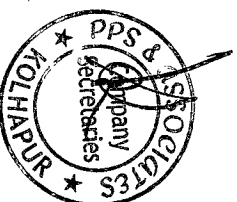


Indo Count Industries Limited

Resolution Required : (Ordinary) 5 - To appoint a Director in place of Mr. Kailash R Lalpuria (DIN: 00059758), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.

Whether promoter/ promoter group are interested in the agenda/resolution? NO

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
Promoter and Promoter Group	E-Voting	116346750	116346750	100.0000	116346750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116346750	100.0000	116346750	0	100.0000	0.0000
Public Institutions	E-Voting	35171681	16702127	47.4874	7180877	9521250	42.9938	57.0062
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16702127	47.4874	7180877	9521250	42.9938	57.0062
Public Non Institutions	E-Voting	45881239	2912484	6.3479	2907931	4553	99.8437	0.1563
	Poll		1365	0.0030	1365	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2913849	6.3509	2909296	4553	99.8437	0.1563
Total		197399670	135962726	68.8769	126436923	9525803	92.9938	7.0062



Indo Count Industries Limited

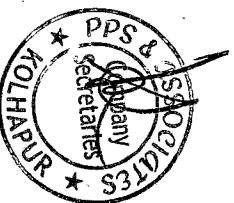
6 - To appoint M/s. Suresh Kumar Mittal & Co., Chartered Accountants as Statutory Auditors of the Company, in place of retiring Auditors M/s. B. K. Shroff & Co., Chartered Accountants for a term of five years to hold office from the conclusion of the 28th Annual General Meeting till the conclusion of the 33rd Annual General Meeting, subject to ratification by the members at every Annual General Meeting

Resolution Required : (Ordinary)

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

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
Promoter and Promoter Group	E-Voting	116346750	116346750	100.0000	116346750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116346750	100.0000	116346750	0	100.0000	0.0000
Public Institutions	E-Voting	35171681	14584647	41.4670	14584647	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		14584647	41.4670	14584647	0	100.0000	0.0000
Public Non Institutions	E-Voting	45881239	2912484	6.3479	2912164	320	99.9890	0.0110
	Poll		1365	0.0030	1365	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2913849	6.3509	2913529	320	99.9890	0.0110
Total		197399670	133845246	67.8042	133844926	320	99.9998	0.0002



Indo Count Industries Limited

Resolution Required : (Special)

7 - To determine charges for service of documents in a particular mode to the members on their request.

Whether promoter/ promoter group are interested in the agenda/resolution?

NO

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
Promoter and Promoter Group	E-Voting	116346750	116346750	100.0000	116346750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116346750	116346750	100.0000	116346750	0	100.0000
Public Institutions	E-Voting	35171681	16536097	47.0154	14584647	1951450	88.1988	11.8012
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		16536097	47.0154	14584647	1951450	88.1988	11.8012
Public Non Institutions	E-Voting	45881239	2912459	6.3478	2910279	2180	99.9251	0.0749
	Poll		1365	0.0030	1365	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2913824	6.3508	2911644	2180	99.9252	0.0748
Total		197399670	135796671	68.7928	133843041	1953630	98.5614	1.4386

