

May 15, 2017

The National Stock Exchange of India Limited Listing Department, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051 BSE Limited,
Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai – 400 001

Company Symbol: ICIL

Scrip Code No. : 521016

Dear Sir/Madam,

Subject: Outcome of Board Meeting held on 15th May, 2017

We wish to inform you that at the Board Meeting held today, i.e on May 15, 2017 the Board of Directors of the Company approved the Audited Financial Results (Standalone & Consolidated) of the Company for the quarter and year ended March 31, 2017.

Pursuant to Regulation 30 & 33 of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, we are enclosing the following documents:

- (i) Audited Financial Results (Standalone & Consolidated) of the Company for the quarter and year ended March 31, 2017 and Statement of Assets & Liabilities for the year ended March 31, 2017;
- (ii) Auditors' Report on the Audited Standalone & Consolidated Financial Results for the quarter and year ended March 31, 2017 issued by M/s. B.K. Shroff & Co, Statutory Auditors of the Company;
- (iii) Declaration on Auditors' Report with Unmodified Opinion under Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Further the Board of Directors of the Company has recommended Final Dividend of 20% (Re. 0.40 per Equity Share of Rs. 2/-each) for the Financial Year 2016-17, in addition to an interim dividend of Re. 0.40 per equity share of Rs. 2/- each declared and paid during the Financial Year 2016-17. The total dividend payout for 2016-17 is 40% (Re. 0.80 per equity share of Rs. 2/- each). The said dividend, if declared at the Annual General Meeting, will be paid to the shareholders within 30 days of Annual General Meeting.





Further, please note that pursuant to Section 139 of the Companies Act, 2013 and the Rules made thereunder, in view of mandatory rotation of Auditors, subject to the approval of members of the Company, the Board of Directors of the Company approved the appointment of M/s. Suresh Kumar Mittal & Co, Chartered Accountants (Firm Registration No. 500063N) as the Statutory Auditors of the Company, for a period of 5 years to hold office from the conclusion of the 28th Annual General Meeting until the conclusion of the 33rd Annual General Meeting of the Company.

The meeting of the Board of Directors commenced at 12.30 p.m. and concluded at 4.10 p.m.

Kindly take note of the same.

Thanking you,

For Indo Count Industries Limited

Amruta Avasare Company Secretary ACS No. 18844

Encl: A/a

INDO COUNT INDUSTRIES LIMITED

CIN No.: L72200PN1988PLC068972

Regd. Off. - Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur 416 109 E-mail icilinvestors@indocount.com; website www.indocount.com

STATEMENT OF AUDITED FINANCIAL RESULTS FOR THE QUARTER AND YEAR ENDED 3IST MARCH, 2017

Part - I

					EANIFICA				re except EPS)
	Г		STANDALONE				CONSOLIDATED		
SR	1)uarter Ende			Ended		Ended
No		Particulars	31-03-2017	31-12-2016		31-03-2017	31-03-2016	31-03-2017	31-03-2016
			Audited	Unaudited	Audited	Audited	Audited	Audited	Audited
1		Income from operations							
		Net Sales (including export incentives)	467.51	492.52	493.87	1,989.60	2,001.04	2,152.82	2,062.70
	(0)	Other operating income	45.37	10.37	19.50	95.14	47,59	104.98	47.90
		Total Income from operations (net) (a+b)	512.88	502,89	513.37	2,084.74	2,048.63	2,257.80	2,110.60
2		Expenditure							
	1000	Cost of materials sold Purchases of stock-in-trade	206.23	292.98	231.25	1,089.91	1,046.34	1,130.38	1,092.48
		(Increase)/ decrease in stock in trade and work in	20.12	(45.00)		-	-	-	-
		progress	39.12	(45.06)	35.33	(33.38)	1.13	25,90	(46.99)
	(d)	Power and Fuel	19.23	17.04	15.03	66.33	62.00	73 66	70.76
- 1	(e)	Employee benefit expense	30.75	28.19	24.10	113.15	96.76	73.66	70.76
-	(f)	Depreciation	7.93	7.90	8.07	31.18	28.84	124.15 33.13	105.86
- 1	(g)	Other expenditure	127.44	107.79	85.30	430.02	398,60	475.26	30.14 423.97
- 1		Total expenses (a+b+c+d+e+f+g)	430.70	408,84	399.08	1,697.21	1,633.67	1,862.48	1,676.22
3		Earnings before interest, depreciation, tax and amortisation (EBIDTA)	90.11	101.95	122.36	418.71	443.80	428.45	464.52
4		Profit from ordinary activities before finance	82.18	94.05	11120	205 53			
_		costs and exceptional items	02.10	74.03	114.29	387.53	414.96	395.32	434,38
5	- 1	Finance costs	8.89	9.14	12.13	39.43	51.70	42.13	55.08
6		Profit from ordinary activities after finance costs but before exceptional items	73,29	84.91	102.16	348.10	363.26	353.19	379.30
,		Exceptional items							
8		Profit from ordinary activities before tax		-	-	-	-	-	-
		Tax expenses:	73.29	84.91	102.16	348.10	363,26	353.19	379.30
1	- 4	Current Income Tax	7.74	10.54	21.20				
1		Income Tax of earlier years	3.58	19.54	21.20	64.93	81.79	65.13	84.69
		Deferred Tax	15.83	1.35	11.09	0.85	3.13	0.86	3.19
1		MAT Credit Entitlement of current year	-	-	11.05	30,49	7.50	31.35	6.99
		MAT Credit Utilisation	0.92	7.82	2.01	27.38	34.24	27.38	(0.04)
		MAT Credit Entitlement of earlier years	(3.58)	-	-	(3.58)	(1.08)	(3.58)	(1.08)
1		Net profit for the period	48.80	56.20	67.86	228.03	237.68	232.05	251,31
1	ľ	Other Comprehensive Income (after tax)							
	li	a) Items that will not be reclassified to profit or loss		(0.15)	1.77	(1.11)	0.91	(1.00)	0.89
1	1	b) Items that will be reclassified to profit or loss	(0.67)						
	-	Fotal Other Comprehensive Income (after tax)	-	-	-	-	-	3.22	(10.89)
	1	Total Comprehensive Income (after tax)	(0.67)	(0.15)	1.77	(1.11)	0.91	2.22	(10,00)
	- 1		48.13	56.05	69.63	226.92	238.59	234.27	241.31
1		Net Profit attributable to: Owners							
1		Non-controlling interests	48.80	56.20	67.86	228.03	237.68	232.24	251.39
	- 1	ACTION CONTRACTOR OF THE PARTY	7				-	(0.19)	(0.09)
		Other Comprehensive Income attributable to:							
	- 1	Non-controlling interests	(0.67)	(0.15)	1.77	(1.11)	0.91	2.19	(10.00)
-	- 1	- The state of the	-	-	-	-	-	0.03	(0.00)
		Otal Comprehensive Income attributable to:				- 1			- 1
1	- 1	Non-controlling interests	48.13	56.05	69,63	226.92	238.59	234.43	241.40
1	1		-	-	-	-	-	(0.16)	(0.09)
+	_	ASH PROFIT	69.23	73.14	90.81	312.38	308.10	322.55	311.56
	P.	aid up equity share capital (Face Value of Rs 2/-ach)	39.48	39.48	39.48	39.48	39.48	39.48	39.48
1		arning Per Share (Face Value of Rs. 2 each):	.						
	a) ite	Basic and diluted EPS before extra ordinary ems (not annualised) Rs.	2.47	2.85	3.44	11.55	12.04	11.76	12.73
	b)	Basic and diluted EPS after extra ordinary items	2.47	2.85	3.44	11.55	12.04	11.70	
1	(n	ot annualised) Rs.			5.77	11,33	ALC: N	11.76	12.73

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Notes:

- The above financial results for the quarter and year ended on March 31, 2017 were reviewed by the Audit Committee and thereafter approved by the Board of Directors at its meeting held on May 15, 2017.
- This statement has been prepared in accordance with the Companies (Indian Accounting Standards)
 Rules, 2015 (Ind AS) prescribed under Section 133 of the Companies Act, 2013 and other recognised
 accounting practices and policies to the extent applicable. Beginning April 1, 2016, the Company has
 for the first time adopted Ind AS with transition date of April 1, 2015.
- The company mainly operates only in one segment namely "Textiles" and hence segment details are not required to be published.
- 4. The figures for the quarter ended March 31, 2017 are the balancing figures between the audited figures in respect of the full financial year and the published year to date figures up to the third quarter of the current financial year.
- Pursuant to the approval of members of the Company, w.e.f 15th November, 2016 ("Record Date'), 3,94,79,934 equity shares of face value of Rs 10/- each were sub-divided into 19,73,99,670 equity shares of face value of Rs 2/- each.
- 6. The Board of Directors of the Company has recommended Final Dividend of Re. 0.40 (20%) per fully paid up equity share of Face Value of Rs. 2/- each, subject to approval of shareholders of the Company at the ensuing Annual General Meeting.
- 7. The reconciliation of net profit reported in accordance with Indian GAAP to total comprehensive income in accordance with Ind AS is given :-

(Rs. in Crores)

			(Rs. in Crores)
Particulars	STAND	CONSOLIDATED	
	Quarter ended 31 st March, 2016 (Audited)	Year ended 31 st March, 2016 (Audited)	Year ended 31 st March, 2016 (Audited)
Net Profit for the period (as per Indian GAAP)	65.98	250.71	_
Net Profit before Non-controlling interests (as per Indian GAAP)	-	-	264.74
Ind-AS adjustments:			
(Charge) / Benefit :			
Interest impact on non-current financial loans (security deposits)	0.05	0.13	0.13
Actuarial gain/loss on employee benefits classified to OCI	(2.71)	(1.39)	(1.36)
Preference dividend and tax on it charged as finance cost	-	(0.06)	(0.06)
Amortisation of deferred expenditure on non-current financial loans (security deposits)	(0.06)	(0.16)	(0.16)
Reversal of upfront fees on long term borrowings (net of amortisation)	(0.01)	0.25	0.25
Depreciation impact on revalued carrying amount of fixed assets deemed as cost of property, plant and equipment	(2.95)	(10.65)	(11.28)
Mark to market loss on forward cover derivatives	8.56	(8.01)	(8.00)
Loss on sale of fixed assets	-	-	(0.01)
Deferred tax on Ind-AS adjustments	(1.00)	6.86	7.06
Net Profit for the period (as per Ind-AS)	67.86	237.68	251.31
Other Comprehensive Income (OCI) (after tax):			
Actuarial gain/loss on employee benefits (net of tax)	1.77	0.91	(10.00)
Total comprehensive income as per Ind-AS	69.63	238.59	TD 841.31

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Notes to the reconciliation:

- a. Actuarial gain / loss on employee benefits: Under Ind-AS actuarial gains or losses on defined benefit obligations are recognised in other comprehensive income, whereas under previous GAAP same were being charged to statement of profit and loss.
- b. Deferred Tax: Under Indian GAAP, deferred taxes are recognised using income statement approach i.e. reflecting the tax effects of timing differences between accounting income and taxable income for the period. Under Ind-AS, deferred taxes are recognised using balance sheet approach i.e. reflecting the tax effects of temporary differences between the carrying amount of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes using the income tax rates enacted or substantively enacted at reporting date.
- c. Deemed cost for property, plant and equipment: The company has elected to use previous GAAP revaluation of items of property, plant and equipment at, or before, the date of transition to Ind-AS as deemed cost. Hence, depreciation and profit/loss on sale of assets impact on revalued carrying amount of fixed assets deemed as cost of property, plant and equipment charged to profit and loss account.
- d. Preference Dividend: Cumulative non-convertible preference shares have been classified as debt as per Ind-AS. Dividend and dividend distribution tax for the period charged to profit and loss account on accrual basis.
- e. Upfront Fees on Long Term Borrowings: Under Indian GAAP, the company had charged off certain loan origination/upfront fees paid to the banks for facilitating the term loans, as finance cost in the respective year of incurrence. Under Ind-As, such financial liabilities, classified to be carried at amortised cost basis, resulting in reduction of finance cost (net of amortisation) and classified as prepaid expenses.
- f. Mark to Market Gain/Loss on Derivative Contracts: Under Indian GAAP, the net mark to market gain/losses on derivative financial instruments, as at the Balance Sheet date, were not recognised in profit and loss account. Under Ind-AS, such derivative financial instruments are to be recognised at fair value. Net mark to market gain recognised at the date of transition to Ind-AS as derivative asset and adjusted with retained earnings. Movement during the period is recognised in profit and loss account.
- g. Long Term Security Deposits: Under Indian GAAP the interest free security deposits, with fixed terms, were considered at cost basis. Under Ind-AS these financial assets have been adjusted to be carried at amortised cost, resulting in the impact of the present value being treated as cost and the interest accrual recorded to restate the asset balance over its term.
- Exchange difference on transition of Foreign Operations:
 Under Indian GAAP the exchange difference on transition of foreign operations were considered under reserves. Under Ind-AS this difference is recognised under statement of profit and loss.

8. In terms of SEBI Circular CIR/CFD/CMD56/2016 dated May 27,2016 the Company hereby declares that the Auditors have issued Audit Reports with unmodified opinion on annual results for the financial year ended March 31,2017.

(Figures are rupees in crore)

		(Figures are rupees in cror STANDALONE CONSOLIDATED				
Particulars		As at 31,03,2017	As at 31.03.2016	As at 31.03.2017	As at 31.03.2016	
A	ASSETS					
1	Non-current assets					
1	(a) Property, Plant and Equipment	497.21	453.84	530.84	482.0	
	(b) Capital work-in-progress	12.08	10.65		10.6	
	(c) Other Intangible Assets	1.97	1.53	1.97	1.5.	
	(d) Financial Assets	1.27	1.55	1,27	1.5.	
	(i) Investments	19.61	18.80			
	(ii) Loans	1.50	1.43	1.50	1.4	
	(iii) Others	1.50	1.45	1,50	0.12	
	(iv) Deferred Expenditure	0.41	0.53	0.41	0.5	
	(e) Other Non-Current Assets	1.21	9.27	1.64	9.3	
	Sub-total - Non current assets	533.99	496.05	548.54	505.59	
2	Current assets					
	(a) Inventories	357.79	287.88	471.91	456.40	
	(b) Financial assets					
	(i) Trade receivables	366.55	326.59	311.23	243.0	
	(ii) Cash and cash equivalents	7.63	15.50	11.45	22.4	
	(iii) Bank balances other than (ii) above	2.74	3.79	7.14	6.9	
	(iv) Loans	0.22	0.21	0.74	0.44	
	(v) Others	61.80	19.07	61.80	19.0	
	(c) Current Tax Assets (Net)	17.48	28.18	21.97	29.8	
	(d) Other Current Assets	91.68	105.88	89.14	107.88	
	Sub-total - Current assets	905.89	787.11	975.38	886.16	
	TOTAL - ASSETS	1439.88	1283.16	1523.92	1391.75	
В	EQUITY AND LIABILITIES					
	(a) Equity Share Capital	39.48	39.48	39.48	39.48	
	(b) Other Equity	787.07	574.40	806.76	590.93	
	Equity attributable to owners	826.55	613.88	846.24	630,41	
	Non-controlling interests	-	-	8.14	8.30	
	Sub-total - Equity	826.55	613.88	854.38	638.71	
	LIABILITIES					
1	Non-Current Liabilities					
	(a) Financial Liabilities					
	(i) Borrowings	21.39	57.47	21.39	57.47	
	(b) Provisions	1.81	0.77	2.40	1.42	
	(c) Deferred Tax Liabilities (Net)	114.95	85.04	117.52	86.76	
•	Sub-total - Non-Current Liabilities	138.15	143.28	141.31	145,65	
	Current Liabilities					
	(a) Financial Liabilities (i) Borrowings	220.22	2/1//			
	(i) Borrowings (ii) Trade Payables	238.23	264.61	282,14	333.97	
	(ii) Trade Payables (iii) Other Financial Liabilities	127.38	120.60	134.27	130.14	
	(b) Other Current Liabilities	77.35	98.09	76.94	98.27	
		30.71	39.88	33.24	41.05	
	(c) Provisions	1.51	0.00	1.60	0.07	
	(d) Current Tax Liabilities (Net) Sub-total - Current Liabilities	0.00	2.82	0.04	3.89	
	San-total - Current Liabilities	475.18	526.00	528.23	607.39	
	TOTAL EQUITY AND LIABILITIES	1439.88	1283.16	1523.92	1394.75	

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The reconciliation of equity as per previously reported (referred to as "Previous GAPP") and as per Ind AS is as per table given below:

(Figures are runees in crore)

	(rigures are rupees in crore)			
	STANDALONE	CONSOLIDATED		
Description	As at 31.03.2016	As at 31.03.2016		
Shareholder's equity under previous GAPP	630.83	655.64		
Add / Less:				
Effect on account of reversal of Proposed Dividend and Tax on it	4.75	4.75		
Deferred Tax impact on Ind AS adjustments	(30.56)			
Others	8.86	5.67		
Shareholder's equity as per Ind AS	613.88	630.40		

Executive Chairman DIN: 00086106

Place: Mumbai

Date: 15.05.2017

Chartered Accountants

3/7-B, Asaf Ali Road, 1st Floor, Flat No. 4, New Delhi - 110002.

Phones: 23271407, 23284825, 23284826

Telefax: 23270362

E-mail: bkshroffdelhi@yahoo.com

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Auditor's Report On Quarterly Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015

To

Board of Directors of Indo Count Industries Limited

- 1. We have audited the quarterly standalone financial results of Indo Count Industries Limited for the quarter ended 31st March 2017 and year to date results for the period 1st April, 2016 to 31st March 2017, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015. These standalone quarterly as well as year to date financial results have been prepared on the basis of standalone IND AS Interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these standalone financial results based on our audit of such standalone IND AS Interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (IND 34), prescribed, under section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India.
- 2. We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.
- 3. In our opinion and to the best of our information and according to the explanations given to us these quarterly and year to date standalone financial results:
- (i) Are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 in this regard; and SEBI circular dated 5th July 2016 in this regard and
- (ii) Give a true and fair view of the financial performance (including this comprehensive income) and other financial information for the guarter ended 31st March, 2017 and year to date results for the period 1st April, 2016 to 31st March 2017.
- 4. The Statement includes the results for the quarter ended 31st March, 2017 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year.

For B. K. SHROFF & Co. Chartered Accountants Firm Registration No 302166E

of shoff Partner

Place Mumbai Date 15th May, 2017

Membership No. 6329

Kolkata Address : 23-A, Netaji Subhash Road, Kolkata - 700001

Phones : 22300751, 22300752

Fax : 22300680

B. K. SHROFF & CO.

Chartered Accountants

3/7-B, Asaf Ali Road, 1st Floor, Flat No. 4, New Delhi - 110002.

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Auditor's Report On Consolidated Year to Date Financial Results of the Company pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To Board of Directors of Indo Count Industries Limited

We have audited the consolidated year to date financial results of Indo Count Industries Limited for the period 1st April 2016 to 31st March 2017 attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These consolidated year to date financial results have been prepared from consolidated financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these consolidated Ind AS financial results based on our audit of such consolidated financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Financial Reporting (AS 25 / Ind AS 34), mandated under Section 133 of the Companies Act, 2013 read with relevant rules issued thereunder , as applicable and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.

We did not audit the financial statements of two subsidiaries included in the consolidated year to date financial results, whose consolidated financial statements reflect total assets of Rs.151.23 crores as at 31st March 2017 as well as the total revenue of Rs.326.40 crores as at 31st March 2017. These financial statements and other financial information have been audited by other auditors whose report has been furnished to us, and our opinion on the year to date financial results, to the extent they have been derived from such financial statements is based solely on the report of such other auditors.

In our opinion and to the best of our information and according to the explanations given to us these consolidated year to date financial results:

 include the year to date financial result of Indo Count Industries Limited, Pranavaditya Spinning Mills Limited, Indo Count Retail Ventures Private Limited, Indo Count Global Inc, USA and Indo Count U.K. Limited.

Kolkata Address : 23-A, Netaji Subhash Road, Kolkata - 700001 □ Phones : 22300751, 22300752 □ Fax : 22300680

B. K. SHROFF & CO.

Chartered Accountants

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- (ii) have been presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular dated 5th July, 2016 in this regard and
- (iii) give a true and fair view of the consolidated net profit and other financial information including other comprehensive income and other financial information for the quarter ended 31st March, 2017 as well as year to date results from 1st April, 2016 to 31st March, 2017.
- (iv) The Statement includes the results for the quarter ended 31st March, 2017 being the balancing figure between audited figures in respect of the full financial year and the published year to date figures upto the third quarter of the current financial year.

For B.K. Shroff & Co. Chartered Accountants Firm Registration No. 302166E

STROPP & CO.

Partner

Place Mumbai Date 15th May, 2017

Membership No. 6329

Kolkata Address : 23-A, Netaji Subhash Road, Kolkata - 700001 □ Phones : 22300751, 22300752 □ Fax : 22300680



May 15, 2017

The National Stock Exchange of India Limited Listing Department, Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400051

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

Company Symbol: ICIL

Scrip Code No. : 521016

Dear Sir/Madam,

SUB: Declaration on Auditors' Report with Unmodified Opinion under Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015.

Dear Sir.

We, Mr. Kailash R. Lalpuria, Executive Director and Mr. Dilip Kumar Ghorawat, Chief Financial Officer of Indo Count Industries Limited (CIN: L72200PN1988PLC068972) having its Registered Office at Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, District Kolhapur-416109, Maharashtra, hereby declare that in terms of the provision of Regulation 33(3)(d) of SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, as amended by SEBI (Listing Obligations and Disclosure Requirements), (Amendment) Regulations, 2016 vide notification no. SEBI/LAD-NRO/GN/2016-17/001 dated May 25, 2016 and Circular No. CIR/CFD/CMD/56/2016 dated May 27, 2016, the Statutory Auditors of the Company, M/s. B.K.Shroff & Co, Chartered Accountants (ICAI Registration No. 302166E), have issued an Audit Report with unmodified opinion on the Audited Standalone & Consolidated Financial Results of the Company for the quarter and year ended March 31, 2017.

Kindly take this declaration on your record.

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MUMBA

Thanking you

Yours faithfully,

For Indo Count Industries Limited

Kailash R. Lalpuria Executive Director

DIN: 00059758

Dilip Kumar Ghorawat Chief Financial Officer

