

30<sup>th</sup> September, 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: Result of Postal Ballot

We wish to inform the Exchange that Mr. Virendra G. Bhatt, Scrutinizer appointed for postal ballot process has submitted his Report to the Executive Chairman of the Company and based on Scrutinizer's Report, result of postal ballot has been announced by the Executive Chairman today i.e on 30<sup>th</sup> September, 2016.

Accordingly, following resolutions have been passed by the members of the Company by postal ballot (including E-voting) by requisite majority:

- (i) Sub-division of Equity Shares of the Company from the Face Value of Rs.10/- per share to Face Value of Rs. 2/- per share
- (ii) Alteration of Capital Clause of Memorandum of Association of the Company

Please find enclosed herewith:

- a) Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- b) Report of Mr. Virendra G. Bhatt, Scrutinizer dated 30<sup>th</sup> September, 2016 on postal ballot including E-voting.

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 301, Arcadia, III Floor, Nariman Point, Mumbai - 400021 Maharashtra, India T 91 22 4341 9500 | F 91 22 2282 3098 E info@indocount.com W www.indocount.com



#### **REGISTERED 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

Indo Count	Indo Count Industries Limited – Postal Ballot – Voting Results
Disclosure as per Regulation 44 of th	Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
Date of AGM/EGM (the resolution was passed	29.09.2016 (Last date for receipt of duly completed postal ballot forms/e-voting)
through Postal Ballot including e-voting)	30.09.2016 (Date of declaration of Result of Postal Ballot)
Total number of shareholders on record date	CV1CC
(as on 19 <sup>th</sup> August, 2016)	C+TCC
Number of shareholders present in the	
meeting either in person or through proxy:	
Promoter and Promoter group	N.A
Public	
Number of shareholders attended the meeting	
through Video Conferencing:	
Promoter and Promoter group	
Public	

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Company Secretary

Resolution required: (Ordinary/Special):Ordinary ResolutionWhether Promoter/Promoter group are interested in the Agenda/Resolution?NoWhether Promoter/Promoter ScategoryNumberMode ofNumber of of votesNumberCategoryMode of votingNumber of votes shares heldNumber of votesCategoryMode of votingNumber of votes shares heldNumber of votesPoiledNumber of votesNumber of votesAgainst sharesCategoryMode of votingNumber of votes sharesNumber of votesPromoterVoting sharesNumber of votesNumber of votesAgainst sharesPromoterE-Voting Poll2326835099.9828232683500PromoterPoll232683500000PromoterPoll2326835099.9828232683500PromoterPoll232683500000PromoterPoll23268350000PromoterPoll00000PublicE-VotingPoll0000Public NonE-VotingPoll0000Public NonPoll971582135281000Public NonPoll00000Public NonPoll00000Public NonPoll9718821 <t< th=""><th>Resolution 1: Sub-division of Equity Shares of the Company from the Face Value of Rs.10/- per share to Face Value of Rs.2/- per share</th><th>of the Compa</th><th>ny from the Face V</th><th>alue of Rs.10</th><th>/- per share</th><th>to Face Value of Rs.</th><th>2/- per share</th></t<>	Resolution 1: Sub-division of Equity Shares of the Company from the Face Value of Rs.10/- per share to Face Value of Rs.2/- per share	of the Compa	ny from the Face V	alue of Rs.10	/- per share	to Face Value of Rs.	2/- per share
Promoter/Promoter group are in the Agenda/Resolution?NoI in the Agenda/Resolution?NoI in the Agenda/Resolution?Number of of votesMode ofNumber of of votesNumber of votesVotingshares held of votesof votes sharesVotingshares held of votesof votes sharesVotingshares held of votesNumber of votesVotingshares held sharesof votes sharesVotingshares held sharesof votes sharesVotingconcolor(1)(2)I in the condition(1)(2)Poll2326835099.9828Poll2326835099.9828Poll2326835099.9828Poll232683500Postal Ballot00Postal Ballot0Postal Ballot0Postal Ballot0Postal Ballot0	ed: (Ordinary/Special):	Ordinary R	esolution		-		
	r/Promoter group are \genda/Resolution?						
		Number	% of votes	Number	Number	% of votes in	% of votes
$ \begin{array}{c c c c c c c c c c c c c c c c c c c $		of votes polled	polled on outstanding	of votes – In Favour	of votes – Against	Favour on votes polled	Against on votes polled
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ter and Poll         E-Voting         23268350         99.9828         23268350         N.A.           Poll         N.A.         N.A.	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7) = [(5)/(2)] * 100
terPoll $N.A.$ N.A.N.A.Postal Ballot $23272350$ 00.000000Postal Ballot $23268350$ 99.9828232683500Potal $23268350$ 99.9828232683500E-Voting $23268350$ 99.9828232683500LionsPoll $2482157$ $38.2355$ $2482157$ N.A.Postal Ballot $N.A.$ N.A.N.A.N.A.Postal Ballot $0$ $0.0000$ $0$ $0$ NonE-Voting $0$ $0.0000$ $0$ $0$ NonE-Voting $1084887$ $11.1662$ $1084887$ $N.A.$ NonE-Voting $1084887$ $11.1662$ $1084887$ $N.A.$ VotalPoll $9715821$ $38.24$ $2482157$ $1084887$ NonE-Voting $0.3703$ $35821$ $N.A.$ Postal Ballot $0.10868$ $0.3703$ $35821$ $1120708$	Voting	23268350	99.9828	23268350	0	100.0000	0.0000
		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total         23268350         99.9828         23268350           E-Voting         E-Voting         2482157         38.2355         2482157           Poll         2482157         38.2355         2482157         N.A.           Poll         0         0.0000         0         0           Postal Ballot         0         0         0.0000         0         0           Total         2482157         38.24         2482157         1084887         11.1662         1084887           F-Voting         1084887         11.1662         1084887         11.1662         1084887         N.A.           Poll         9715821         38.24         2482157         38.24         2482157         1084887           F-Voting         1084887         11.1662         1084887         N.A.         N.A.         N.A.           Poll         9715821         35821         0.3703         35821         1120708           Total         Total         1120868         11.5365         1120708         1120708		0	0.0000	0	0	0.0000	0.0000
E-Voting         2482157         38.2355         2482157         X           Poll         N.A.         N.A.         N.A.         N.A.         N.A.           Poll         0         0.0000         0         0         0           Postal Ballot         0         0         0.0000         0         0           Total         2482157         38.24         2482157         2482157           E-Voting         1084887         11.1662         1084887         1084887           Poll         9715821         358.24         2482157         2482157           Poll         1084887         11.1662         1084887         N.A.           Poll         9715821         35824         2482157         1084887           Fould         1084887         11.1662         1084887         N.A.           Postal Ballot         9715821         35981         0.3703         35821         1120708           Total         1120868         11.565         1120708         1120708         1120708         1120708	otal	23268350	99.9828	23268350	0	100.0000	0.0000
Poll         6491763         N.A.         N.A.         N.A.           Postal Ballot         6491763         0         0         0.0000         0           Postal Ballot         2482157         38.24         2482157         0         0           Total         2482157         38.24         2482157         0         0         0           F-Voting         1084887         11.1662         1084887         0	Voting	2482157	38.2355	2482157	0	100.0000	0.0000
Postal Ballot         00000         0         0           Total         2482157         38.24         2482157           Fouling         2482157         38.24         2482157           F-Voting         1084887         11.1662         1084887           Poll         9715821         35824         2482157           Postal Ballot         9715821         35981         0.3703         35821           Total         1120868         11.5365         1120708         1120708		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Total         2482157         38.24         2482157           E-Voting         1084887         11.1662         1084887           Poll         9715821         35981         0.3703         35821           Postal Ballot         35981         0.3703         35821         120708           Total         1120868         11.5365         1120708         1120708	1	0	0.0000	0	0	0.0000	0.0000
E-Voting         1084887         11.1662         1084887           Poll         9715821         N.A.         N.A.         N.A.           Postal Ballot         9715821         35981         0.3703         35821           Total         11.20868         11.5365         1120708	otal	2482157	38.24	2482157	0	100.00	0.00
Poll         9715821         N.A.         N.A.         N.A.           Postal Ballot         9715821         35981         0.3703         35821           Total         1120868         11.5365         1120708	Voting	1084887	11.1662	1084887	0	100.0000	0.0000
I Ballot         0.3703         35821           1120868         11.5365         1120708		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
1120868 11.5365 1120708		35981	0.3703	35821	160	99.5553	0.4447
	otal	1120868	11.5365	1120708	160	99.9857	0.0143
Total 39479934 26871375 68.0634 26871215 160	39479934	26871375	68.0634	26871215	160	99,9994	0.0006

Company Secretary

For Indo Lovy inquesties Ltd.

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<b>Resolution 2: A</b>	Iteration of Cap	oital Clause of	Memorandu	Resolution 2: Alteration of Capital Clause of Memorandum of Association of the Company	f the Compa	h		
<b>Resolution req</b>	Resolution required: (Ordinary/Special):	//Special):	<b>Ordinary Resolution</b>	esolution				
Whether Prom interested in th	Whether Promoter/Promoter group are interested in the Agenda/Resolution?	group are lution?	No					
Category	Mode of	Number of	Number	% of votes	Number	Number	% of votes in	% of votes
	Voting	shares held	of votes	polled on	of votes -	of votes -	Favour on votes	Against on votes
			polled	outstanding shares	In Favour	Against	polled	polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6) = [(4)/(2)]*100	$(7) = [(5)/(2)]^{*}100$
<b>Promoter and</b>	E-Voting		23268350	99.9828	23268350	0	100.0000	0.0000
Promoter	Poll	V J C C C C C C	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Group	<b>Postal Ballot</b>	06671767	0	0.0000	0	0	0.0000	0.0000
	Total		23268350	99.9828	23268350	0	100.0000	0.0000
Public	E-Voting		2482157	38.2355	2482157	0	100.0000	0.0000
Institutions	Poll	C271042	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Postal Ballot</b>	C0/T6+0	0	0.0000	0	0	0.0000	0.0000
	Total		2482157	38.2355	2482157	0	100.0000	0.0000
<b>Public Non</b>	E-Voting		1084887	11.1662	1084850	37	99.9966	0.0000
Institutions	Poll	0715971	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
	<b>Postal Ballot</b>	1700110	30438	0.3133	30243	195	99.3594	0.6406
	Total		1115325	11.4795	1115093	232	99.9792	0.0208
Total		39479934	26865832	68.0493	26865600	232	1666.66	0.0009

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# Virendra Bhatt

**Company Secretary** 

Office : 602, Tardeo Airconditioned Market, Tardeo Main Road, Tardeo, Mumbai-400 034. Tel. : 2351 4867 / 2351 2412 Mobile : 98200 48670 e-mail : bhattvirendra1945@yahoo.co.in

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To,

**The Executive Chairman, Indo Count Industries Limited** 301, Arcadia, 3<sup>rd</sup> Floor, Nariman Point, Mumbai- 400021

The Board of Directors of Indo Count Industries Limited (hereinafter referred to as the "Company") at its meeting held on 23<sup>rd</sup> August, 2016 has appointed me as the Scrutinizer for the Postal Ballot/Remote Electronic Voting (e-voting) pursuant to Section 108 & 110 of the Companies Act, 2013 (the "Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and other applicable provisions, if any and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations"), for sub-division of Equity Shares and consequential amendments to the Memorandum of Association of the Company.

#### **Report on Scrutiny**

- The Company has appointed Central Depository Services (India) Limited (CDSL) as the service provider, for the purpose of extending the facility of remote e-voting to the Members of the Company through their website www.evotingindia.com.
- Link Intime India Private Limited is the Registrar and Share Transfer Agent of the Company.
- The cut-off date for determining members for the dispatch of the Notice of the postal ballot was 19<sup>th</sup> August, 2016 (Physical & E-mail) and as on that date, there were 33143 members of the Company. The Company had sent the Postal Ballot Notice along with postal ballot form and e-voting details by E-mail to 15913 members whose E-mail ID was registered with the Company/RTA. In respect of 17230 members cases, the Company had sent the notice of the postal ballot, postal ballot form along with self addressed postage in physical form by speed post.
- The Company completed the dispatch of the postal ballot notices in physical form & E-mail to the members on 30<sup>th</sup> August, 2016.
- The notices sent (both through e-mail and physical form) contained the detailed procedure to be followed by the members who were desirous of casting their votes electronically as provided in the Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time.
- The cut-off date for the purposes of identifying the members who will be entitled to vote on the resolutions placed for approval of the members was 19<sup>th</sup> August, 2016.
- The remote e-voting facility was kept open from Wednesday, 31<sup>st</sup> August, 2018 at 09:00 a.m. (IST) to Thursday, 29<sup>th</sup> September, 2016 till 5:00 p.m. (IST).

- As prescribed in clause (v) of sub rule 4 of the Rule 20, the Company also released an advertisement in 'Business Standard' Newspaper; Mumbai edition in English language having country-wide circulation and in 'Times of India', Kolhapur edition in English language and 'Pudhari', Kolhapur edition in Marathi language all dated 31<sup>st</sup> August, 2016. The notice published in the Newspaper carried the required information as specified in sub-rule 4 (v) (a) to (h) of the said Rule 20.
- The votes were unblocked on Thursday, 29<sup>th</sup> September, 2016 after 5.00 p.m. (IST) in the presence of two witnesses who are not in the employment of the Company.
- All postal ballot forms received up to Thursday, 29<sup>th</sup> September, 2016, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. Envelopes received after 29<sup>th</sup> September, 2016 were not considered. All votes cast on CDSL remote e-voting platform up to 5.00 p.m. on Thursday, 29<sup>th</sup> September, 2016 were considered for my scrutiny.
- The postal ballot forms which are incomplete and/or which are otherwise found defective have been treated as invalid and kept separately.
- Envelopes containing postal ballot forms returned undelivered were also not opened and they are separately kept.
- Thereafter considering votes through remote e-voting and votes cast through postal ballot forms, the combined result of the voting is given below:

Details	Remote E-voting	Postal Ballot	Total Voting		
Number of member who cast their votes	143	320	463		
Total number of shares held by them	26835394	40979	26876373		
Valid votes	As per details prov mentioned hereunder.	ided in each one	of the Resolution(s)		
Invalid votes / Not Voted votes	As per details prov mentioned hereunder.		of the Resolution(s)		

Note: Percentage of votes cast in favour or against the resolutions are calculated based on the valid votes cast through remote e-voting or physical voting

### 1. Item no. 1 of the Notice (As an Ordinary Resolution)

Sub-division of Equity Shares of the Company from the Face Value of 10/- per share to face value of 2/- per share

Manner of Voting	Total Votes	Invalid / Not Voted	Valid Votes	Votes in fresolution	avour of the	Votes resolutio	against the
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
Remote e-voting	26835394	0	26835394	26835394		0	
Physical voting	40979	4998	35981	35821	-	160	
Total	26876373	4998	26871375	26871215	99.99%	160	0.01%

Table showing Bifurcations of Promoters, Financial Institutions and Others

As per Annexure A

#### 2. Item no. 2 of the Notice (As an Ordinary Resolution)

Manner of Voting	Total Votes	Invalid / Not Voted	Valid Votes	Votes in fa resolution	avour of the	Votes resolution	-
	Nos.	Nos.	Nos.	Nos.	Percentage	Nos.	Percentage
Remote e-voting	26835394	0	26835394	26835357	-	37	-
Physical voting	40979	10541	30438	30243	-	195	-
Total	26876373	10541	26865832	26865600	99.99%	232	0.01%

Alteration of Capital Clause of Memorandum of Association of the Company

#### Table showing Bifurcations of Promoters, Financial Institutions and Others:

#### As per Annexure B

All the resolutions mentioned in the notice as per the details given above stand passed under remote e-voting and voting conducted by postal ballot with the requisite majority and hence deemed to be passed.

I hereby confirm that I am maintaining the registers received from the Service Provider both electronically and manually, in respect of the votes cast through remote e-voting and voting conducted by postal ballot by the members of the Company. The postal ballot papers and all other relevant records relating to remote e-voting and physical voting is under my safe custody and will be handed to the Company Secretary for safe keeping.

Thanking You, Yours Faithfully

Virendra Bhatt ACS-115FCR COP-124

Date: 30<sup>th</sup> September, 2016 Place: Mumbai

# Annexure A

## Indo Count Industries Limited

1 - Approval for Sub-division of 1(one) Equity Shares of the Company of Face Value of Rs. 10/-each into 5(five) Equity Shares of Face Value of Rs.2/- each.

Resolution Required : (Ordinary) Whether promoter/ promoter group are interested in

the agenda/resolution? : No	
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Category	Mode of Voting			% of Votes Polled			% of Votes in	
	voting	No. of shares held	No. of votes polled	on outstanding shares	No. of Votes – in favour	No. of Votes –Against		% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		23268350	99.9828	23268350	0	100.0000	0.0000
Promoter and Promoter	Poll		0	0.0000	0	0	0.0000	0.0000
Group	Postal Ballot Total	23272350	0 23268350	0.0000 99.9828		0	0.0000	
	E-Voting		2482157	38.2355	2482157	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions	Postal Ballot Total	6491763	0 2482157	0.0000		0	0.0000	
	E-Voting		1084887	11 1662	1084887	0	100.0000	0.0000
	Poli		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	Postal Ballot Total	9715821	35981 1120868	0.3703		160 160		0.4447
Total		39479934	26871375	68.0634	26871215	160	99.9994	0.0006

#### Annexure B

#### Indo Count Industries Limited

#### Resolution Required : (Ordinary)

2 - Approval for Alteration of Capital Clause of Memorandum of Association of the Company

Whether promoter/ promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting							
		No. of shares	No. of votes	% of Votes Polled on	No. of Votes -	No. of Votes	% of Votes in favour	% of Votes against
	1	held	polled	outstanding shares	in favour	-Against	on votes polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		23268350	99.9828	23268350	0	100.0000	0.0000
Providence of Providence	Poll		0	0.0000	0	0	0.0000	0.000
Promoter and Promoter Group	Postal Ballot	23272350	0	0.0000	0	0	0.0000	0.0000
	Total		23268350	99.9828	23268350	0	100.0000	0.000
	E-Voting		2482157	38.2355	2482157	0	100.0000	0.0000
	Poll	C1017C2	0	0.0000	0	0	0.0000	0.0000
Public Institutions		6491763						
r done monororo	Postal Ballot	0122102	0	0.0000	0	0	0.0000	0.0000
	Total		2482157	38.2355	2482157	0	100.0000	0.0000
	E-Voting		1084887	11.1662	1084850	37	99.9966	0.0034
	Poll		0	0.0000	0	0	0.0000	0.000
Public Non Institutions	Postal Ballot	9715821	30438	0.3133	30243	195	99.3594	0.6406
	Total		1115325	the second se	1115093	232		0.0208
Total		39479934	and the second sec			232		0.0009

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