

30th 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 30th 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:

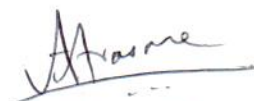
- a) Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- b) Report of Mr. Virendra G. Bhatt, Scrutinizer dated 30th September, 2016 on postal ballot including E-voting.

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 – Postal Ballot – Voting Results	
Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of AGM/EGM (the resolution was passed through Postal Ballot including e-voting)	29.09.2016 (Last date for receipt of duly completed postal ballot forms/e-voting)
Total number of shareholders on record date (as on 19th August, 2016)	33143
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	N.A
Public	


 For Indo Count Industries Ltd.

Company Secretary

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									
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	99.9828	23268350	0	100.0000	0.0000	
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot	23272350	0	0.0000	0	0	0.0000	0.0000	
	Total		23268350	99.9828	23268350	0	100.0000	0.0000	
Public Institutions	E-Voting		2482157	38.2355	2482157	0	100.0000	0.0000	
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot	6491763	0	0.0000	0	0	0.0000	0.0000	
	Total		2482157	38.24	2482157	0	100.00	0.00	
Public Non Institutions	E-Voting		1084887	11.1662	1084887	0	100.0000	0.0000	
	Poll		N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot	9715821	35981	0.3703	35821	160	99.5553	0.4447	
	Total		1120868	11.5365	1120708	160	99.9857	0.0143	
Total		39479934	26871375	68.0634	26871215	160	99.9994	0.0006	

For Indo Cement Industries Ltd.



Company Secretary

Resolution 2: Alteration of Capital Clause of Memorandum of Association of the Company									
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	99.9828	23268350	0	100.0000	0.0000	
	Poll	23272350	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		23268350	99.9828	23268350	0	100.0000	0.0000	
Public Institutions	E-Voting		2482157	38.2355	2482157	0	100.0000	0.0000	
	Poll	6491763	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		2482157	38.2355	2482157	0	100.0000	0.0000	
Public Non Institutions	E-Voting		1084887	11.1662	1084850	37	99.9966	0.0000	
	Poll	9715821	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	
	Postal Ballot		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	99.9991	0.0009	

For Inco  **Mill Industries Ltd.**

Company Secretary

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 : bhattivirendra1945@yahoo.co.in

To,

**The Executive Chairman,
Indo Count Industries Limited**
301, Arcadia, 3rd 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 23rd 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 19th 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 30th 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 19th August, 2016.
- The remote e-voting facility was kept open from Wednesday, 31st August, 2016 at 09:00 a.m. (IST) to Thursday, 29th 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 31st 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, 29th 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, 29th September, 2016, being the last date fixed by the Company for the receipt of the forms, were considered for my scrutiny. Envelopes received after 29th September, 2016 were not considered. All votes cast on CDSL remote e-voting platform up to 5.00 p.m. on Thursday, 29th 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 provided in each one of the Resolution(s) mentioned hereunder.		
Invalid votes / Not Voted votes	As per details provided in each one of the Resolution(s) mentioned hereunder.		

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 favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
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)**

Alteration of Capital Clause of Memorandum of Association of the Company

Manner of Voting	Total Votes	Invalid / Not Voted	Valid Votes	Votes in favour of the resolution		Votes against the resolution	
	Nos.			Nos.	Nos.	Percentage	Nos.
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%

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


MUMBAI
Virendra Bhatt
ACS-1157
COP-124

Date: 30th 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

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]	$[6]=\frac{[4]}{[2]}\times 100$
Promoter and Promoter Group	E-Voting	23272350	23268350	99.9828	23268350	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		23268350	99.9828	23268350	0	100.0000	0.0000
Public Institutions	E-Voting	6491763	2482157	38.2355	2482157	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		2482157	38.2355	2482157	0	100.0000	0.0000
Public Non Institutions	E-Voting	9715821	1084887	11.1662	1084887	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		35981	0.3703	35821	160	99.5553	0.4447
	Total		1120868	11.5365	1120708	160	99.9857	0.0143
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 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	23272350	23268350	99.9828	23268350	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		23268350	99.9828	23268350	0	100.0000	0.0000
Public Institutions	E-Voting	6491763	2482157	38.2355	2482157	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		2482157	38.2355	2482157	0	100.0000	0.0000
Public Non Institutions	E-Voting	9715821	1084887	11.1662	1084850	37	99.9966	0.0034
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		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	99.9991	0.0009

