

Date : 25.04.2017

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 No. : 521016

Dear Sir/Madam,

Subject : Certificate under Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015- half year ended 31.03.2017

With reference to the captioned subject please find enclosed Certificate under Regulation 40(9) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 issued by M/s. Kothari H & Associates., Practicing Company Secretary, for the half year ended 31st March, 2017.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For **Indo Count Industries Limited**



Amruta Avasare
Company Secretary and Compliance Officer

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, Yardhaman 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

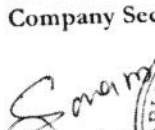
Sub: Compliance Certificate under Regulation 40 (9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

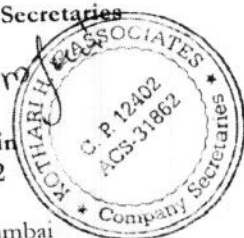
We have examined all relevant Books, Share Transfer Deeds, Registers, Forms, Memorandum of Transfers Documents and papers of **Indo Count Industries Limited** maintained in the office of **M/s Link Intime India Pvt. Ltd.**, Registrars and Share Transfer Agents of the Company pertaining to transfer of Equity Shares of the Company for the Period from 01st October, 2016 to 31st March, 2017 for the purpose of issuing certificate as per Regulation 40(9) of the SEBI (ListingObligation and Disclosure Requirement) Regulation, 2015 and based on the information provided by the Company and Registrar and Share Transfer Agents, we hereby certify that during the half year ended on 31st March, 2017.

A. All the Share/~~Debtenture~~ Certificate(s) relating to the transfer of Shares/~~Debtentures~~ received during the period from 01st October, 2016 to 31st March, 2017 as entered in the Memorandum of Transfers have been issued within thirty days of the date of lodgement for transfer, sub-division, consolidation, renewal, exchange or endorsement of calls/allotment monies from respective date of lodgement of each deed excepting those rejected on technical grounds or pending due to any reason.

B. Any other information, if applicable. – N.A

For Kothari H. & Associates
Company Secretaries


Sonam Jain
C.P. 12402



Place: Mumbai
Date: 24/04/2017