

28th July, 2017

The National Stock Exchange of India Ltd.

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,

Sub: Notice of 28th Annual General Meeting of the Company

In continuation to the intimation on Annual General Meeting submitted on 27th July, 2017, we are enclosing herewith the Notice of 28th Annual General Meeting of the Company to be held on Monday, 21st August, 2017 at 12.30 p.m. at Hotel Vrshali Executive, Conference Hall, 1st Floor, 39 A/2, Tarabai Park, District Kolhapur – 416 003, Maharashtra.

Kindly take same on record.

Thanking you,

Yours faithfully,

For **INDO COUNT INDUSTRIES LTD**



Amruta Avasare
Company Secretary
ACS No. 18844

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

INDO COUNT INDUSTRIES LIMITED

CIN: L72200PN1988PLC068972

Registered Office: Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road,
Taluka Hatkanangale, District Kolhapur 416 109, Maharashtra.

Tel No. (230) 2483105, **Fax No.**(230) 2483275

Website: www.indocount.com; **E-mail:** icilinvestors@indocount.com

NOTICE

28TH ANNUAL GENERAL MEETING

NOTICE is hereby given that Twenty Eighth Annual General Meeting of the members of Indo Count Industries Limited will be 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 - 416003, Maharashtra to transact the following business:

ORDINARY BUSINESS:

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.
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.
3. To confirm the payment of Interim Dividend of ₹ 0.40/- per Equity Share of face value of ₹ 2/-each.
4. To declare Final Dividend of ₹ 0.40/- per Equity Share of face value of ₹ 2/- each for the Financial Year 2016-17.
5. 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.
6. To appoint Statutory Auditors of the Company and fix their remuneration.

To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), M/s. Suresh Kumar Mittal & Co., Chartered Accountants (Firm Registration No. 500063N), be and are hereby appointed 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 at such remuneration plus applicable taxes and out of pocket expenses as may be decided by the Board of Directors of the Company based on the recommendation of Audit Committee.”

SPECIAL BUSINESS:

7. To consider, and if thought fit, to pass, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 20 and other applicable provisions, if any, of the Companies Act, 2013 and rules made thereunder, whereby a document may be served on any member by the Company by sending it to him / her by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the Company be and is hereby accorded to charge from the member, fees in advance equivalent to the estimated actual expenses of delivery of the document(s), pursuant to any request made by the member for delivery of such document(s) to him / her, through a particular mode of services mentioned above provided such request along with requisite fees has been duly received by the Company at least one week in advance of the dispatch of documents by the Company;

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any director or key managerial personnel of the Company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the aforesaid matter.”

**By order of the Board of Directors
For Indo Count Industries Limited**

Amruta Avasare
Company Secretary

Place: Mumbai
Date: 15th May, 2017

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the Business under Item Nos. 6 and 7 of the Notice, is annexed hereto.

2. A member entitled to attend and vote at the annual general meeting is entitled to appoint proxy to attend and vote on poll instead of himself / herself and such proxy need not be a member of the company.

Proxies in order to be effective must be deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting. Proxy form should be duly completed, stamped and signed.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member.

3. The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, 9th August, 2017 to Thursday, 10th August, 2017 (both days inclusive) for the purpose of Annual General Meeting and payment of dividend.

4. The dividend on equity shares as recommended by the Board of Directors, if approved by the Members at the Annual General Meeting, will be paid to those Equity Shareholders whose names appear in the Register of Members / Register of Beneficial Owners as at the close of business hours on Tuesday, 8th August, 2017.

5. In order to enable the Company to remit dividend electronically through National Electronic Clearing Services (NECS), National Electronic Fund Transfer (NEFT), etc., members are requested to provide / update details of their bank accounts indicating the name of the bank, branch, account number, nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque / cancelled cheque. The said information should be submitted to the Company, if the shares are held in physical form and to the concerned Depository Participants (“DP”), if the shares are held in electronic form.

6. Corporate members intending to send their authorized representative(s) are requested to send to the Company a duly certified copy of the resolution passed by the Board of Directors under Section 113 of the Companies Act, 2013 authorising their representatives to attend the meeting.

7. Pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and Secretarial Standard - 2 on General Meetings, the relevant details of Director seeking re-appointment are provided in the Annexure to this Notice.

8. The Company has sub-divided its equity shares of Face Value of ₹ 10/- each to Face Value of ₹ 2/- each w.e.f. 15th November, 2016 (“Record Date”). Members who were holding equity shares in physical form as on the Record Date and who have not received original share certificates of Face Value of ₹ 2/- each may contact the Company / RTA. Please note that original share certificate for equity shares of Face Value of ₹ 10/- each stands cancelled as on record date.

9. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit Form SH-13 to the Registrar and Transfer Agent of the Company. Members holding shares in demat form may contact their respective Depository Participant (“DP”) for recording of nomination.

10. In case of joint members attending the Annual General Meeting (“AGM”), the member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote, in case first holder has not done e-voting.

11. Members holding shares:

a) in electronic / (demat) form are advised to inform the particulars of their bank account, change of address and E-mail address to their respective Depository Participant (“DP”) only. The Company or its Registrar and Share Transfer Agent (‘RTA’) i.e. Link Intime India Private Limited cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars etc. and such instructions are required to be given directly by the members to their DP.

- b) in physical form are advised to inform the particulars of their bank account, change of address and E-mail address to RTA.
12. Members, whether holding shares in electronic or physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondence with the Company / RTA.
13. NRI Members are requested to:
- change their residential status on return to India permanently.
 - furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.
14. To support Green Initiative and disseminate all the communication promptly, members who have not registered their E-mail addresses are requested to register the same with the DP/RTA in respect of shares held in electronic /physical mode respectively for receiving all the communications including Annual Reports, Notices, etc., by email. Email addresses made available by the DP/RTA will be treated as registered email address for serving notices/documents.
15. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of Folios and send relevant original share certificates to the Company's RTA for doing the needful.
16. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ('PAN') by every participant in securities market. Members holding shares in dematerialized form are therefore requested to submit their PAN to their respective Depository Participants. Members holding shares in physical form are requested to submit their PAN details to the Company / RTA.
17. Members are requested to note that in case of transfer of shares held in physical form, submission of self-attested photocopy of PAN card of the transferee(s) as well as transferor(s) is mandatory along with the Transfer Deed(s) and Original Share Certificate(s) at the time of lodgement of transfer of shares.
18. Electronic copy of the Annual Report for the Financial Year 2016-17 and Notice of the 28th AGM of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email addresses are registered with the Company/Depository Participants for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for the Financial Year 2016-17 and Notice of the 28th Annual General Meeting of the Company *inter-alia* indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent through permitted mode.
19. In terms of Section 124 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF).
- Accordingly, the Interim Dividend for the FY 2015-16, Final Dividend for the FY 2015-16 and Interim Dividend for the FY 2016-2017 are due for transfer to IEPF in the year 2022, 2023 and 2024 respectively. Members are requested to ensure that they claim the respective dividend(s) before transfer of the said amount to IEPF. Members who have not encashed their dividend warrants for said dividend(s) are requested to contact the Company or/Registrar and Transfer Agent.
20. Copies of any documents referred to in the Notice and Explanatory Statement are available for inspection at the registered office of the Company on all days except Saturdays, Sundays or public holidays between 2.00 p.m. to 4.00 p.m. upto the date of Annual General Meeting (AGM) and also at the AGM.
21. A Route Map to reach the venue of 28th Annual General Meeting is given at the end of Notice.

E-voting:

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 as amended from time to time, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide 'remote

e-voting' (e-voting from a place other than venue of the AGM) facility through National Securities Depository Limited ("NSDL") for all members of the Company to enable them to cast their votes electronically, on all resolutions mentioned in the Notice of the 28th Annual General Meeting (AGM) of the Company.

General Instructions :

- a) It is clarified that it is not mandatory for a member to cast vote using e-voting facility. The facility for voting, through poll paper shall also be made available at the venue of the 28th AGM. The members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the Meeting. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
- b) The voting rights of members shall be in proportion to the shares held by them, of the paid-up equity share capital of the Company as on cut-off date i.e. Monday, 14th August, 2017.
- c) The remote e-voting period begins on Thursday, 17th August, 2017 at 9.00 a.m. (IST) and ends on Sunday, 20th August, 2017 at 5.00 p.m. (IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Monday, 14th August, 2017 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5.00 p.m. (IST) on Sunday, 20th August, 2017.
- d) Mr. Shrenik Uday Nagaonkar, Partner of M/s PPS & Associates, Practicing Company Secretaries (Membership a No.: F7067; CP No: 11682), has been appointed as a Scrutinizer to scrutinize the remote e-voting process and voting through poll paper at the venue of AGM in the fair and transparent manner.
- e) The Scrutinizer shall submit his consolidated report, to the Chairman, on the votes cast in favour or against, if any within 48 hours from the conclusion of the AGM.
- f) The result declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.indocount.com and on the website of NSDL and shall simultaneously be communicated to Stock Exchanges i.e. National Stock Exchange of India and BSE Limited.

Process and Manner for members opting to vote through remote e-voting :

- A. For members whose email address is registered with the Company/Depository Participants shall receive an email from NSDL. Following steps shall be followed for remote e-voting:
 - (i) Open email and open PDF file viz. "Indo Count.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note this password is an initial password.

NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Indo Count.pdf". Such shareholders shall use their existing password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - (iii) Click on "Shareholder - Login"
 - (iv) Put your user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting will open. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select Electronic Voting Event Number ("EVEN") of "Indo Count Industries Limited".
 - (viii) Now you are ready for remote e-voting as "Cast Vote page" opens.
 - (ix) On the voting page cast your vote by selecting an appropriate option, ("For or Against") and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.

- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through email to shrenik.nagaonkar@ppscs.in with a copy marked to evoting@nsdl.co.in
- B. For members whose email addresses are not registered with the Company/ Depository Participant(s) or requesting physical copy shall receive physical copy of notice:
- (i) Initial password is provided as below at the bottom of the Attendance Slip for the 28th AGM :
- EVEN (Electronic e-voting Event Number)
USER ID PASSWORD/PIN
- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (x) above, to cast vote.
- C. Members who are already registered with NSDL for remote e-voting can use their existing user ID and password/PIN for casting their vote. However, if you have forgotten your password, you can reset your password by using “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990
- Note:** In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).
- In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).
- D. Members can also update their mobile number and e-mail address in the user profile details of the folio which may be used for sending future communication(s).
- E. Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 14th August, 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or indocount@linkintime.co.in or at icilinvestors@indocount.com
- F. In case of any queries, member may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 6

Though not mandatory, this statement is provided for reference.

M/s. B. K. Shroff & Co., Chartered Accountants (Firm Registration No. 302166E) were appointed as the Statutory Auditors of the Company from the conclusion of the 25th Annual General Meeting (“AGM”) held on 23rd August, 2014 till the conclusion of the 28th AGM. In terms of the said appointment, M/s. B. K. Shroff & Co., Chartered Accountants retire as Statutory Auditors of the Company at the conclusion of this Annual General Meeting.

As per the provisions of Section 139 of the Companies Act, 2013 (“the Act”), no listed Company can appoint

or re-appoint an audit firm as auditor for more than two terms of five consecutive years. A transit period of three years from the date of commencement of the Act was given to comply with the requirement.

In view of the above provisions and pursuant to the recommendation of the Audit Committee, the Board of Directors of the Company at their meeting held on 15th May, 2017 proposed 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 this 28th AGM till the conclusion of the 33rd AGM of the Company, subject to ratification by the members at every AGM.

M/s. Suresh Kumar Mittal & Co., Chartered Accountants, have consented to their appointment as the Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with the provisions of Section 139 read with Section 141 of the Act.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the notice.

The Board recommends the resolution set forth in Item No. 6 of the notice for approval of the members of the Company.

ITEM NO. 7

As per the provisions of Section 20 of the Companies Act, 2013, a member may request for any document through a particular mode of service, for which the member shall pay such fees as may be determined by the Company in the Annual General Meeting. Since the cost of providing documents may vary according to the mode of service, weight and destination etc., it is proposed that the Company shall charge fees in advance from the member equivalent to the estimated

actual expenses of delivery of documents in case any member has requested for delivery of document by particular mode of service.

None of the Directors or Key Managerial Personnel of the Company and their relatives are in any way concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the notice.

The Board recommends the resolution set forth in item No. 7 of the notice for approval of the members of the Company as a Special Resolution.

**By order of the Board of Directors
For Indo Count Industries Limited**

Amruta Avasare
Company Secretary

Place: Mumbai
Date: 15th May, 2017

IMPORTANT COMMUNICATION

SUB-DIVISION OF EQUITY SHARES

The Company has sub-divided its equity shares from Face Value of ₹ 10/- each to Face Value of ₹ 2/- each w.e.f. 15th November, 2016 ("Record Date"). Members who were holding equity shares in physical form as on the Record Date and who have not received original share certificates of Face Value of ₹ 2/- each may contact the Company / Registrar and Transfer Agent of the Company or send email to icilinvestors@indocount.com / indocount@linkintime.co.in. Please note that share certificates for equity shares of Face Value of ₹ 10/- each stands cancelled as on record date.

DIVIDEND

Members who have not yet registered their bank details for receiving dividend in electronic mode shall register the same at earliest to enable the Company to remit dividend by electronic transfer. Members who have not yet encashed dividend warrants for interim dividend FY 2015-16, 2016-17 and Final Dividend FY 2015-16 are requested to contact the Company / Registrar and Transfer Agent or send email at icilinvestors@indocount.com / indocount@linkintime.co.in.

GREEN INITIATIVE

Pursuant to the provisions of the Companies Act, 2013, notice of General Meetings, Annual Report and other important communications may be sent by electronic mode to the members of the Company.

To support green initiative, Members holding shares in physical form are requested to provide their e-mail address to the Company by filling up the form available on the Company's website at www.indocount.com and also update their e-mail id, if there is a change.

Members holding shares in dematerialized form are requested to update their e-mail address with the Depository Participants (DPs).

We are confident that you will support this green initiative of not printing the Annual Report on paper. However if you so desire, you can request for physical copy of the Annual Report by marking your request to indocount@linkintime.co.in / icilinvestors@indocount.com

Annexure to AGM Notice

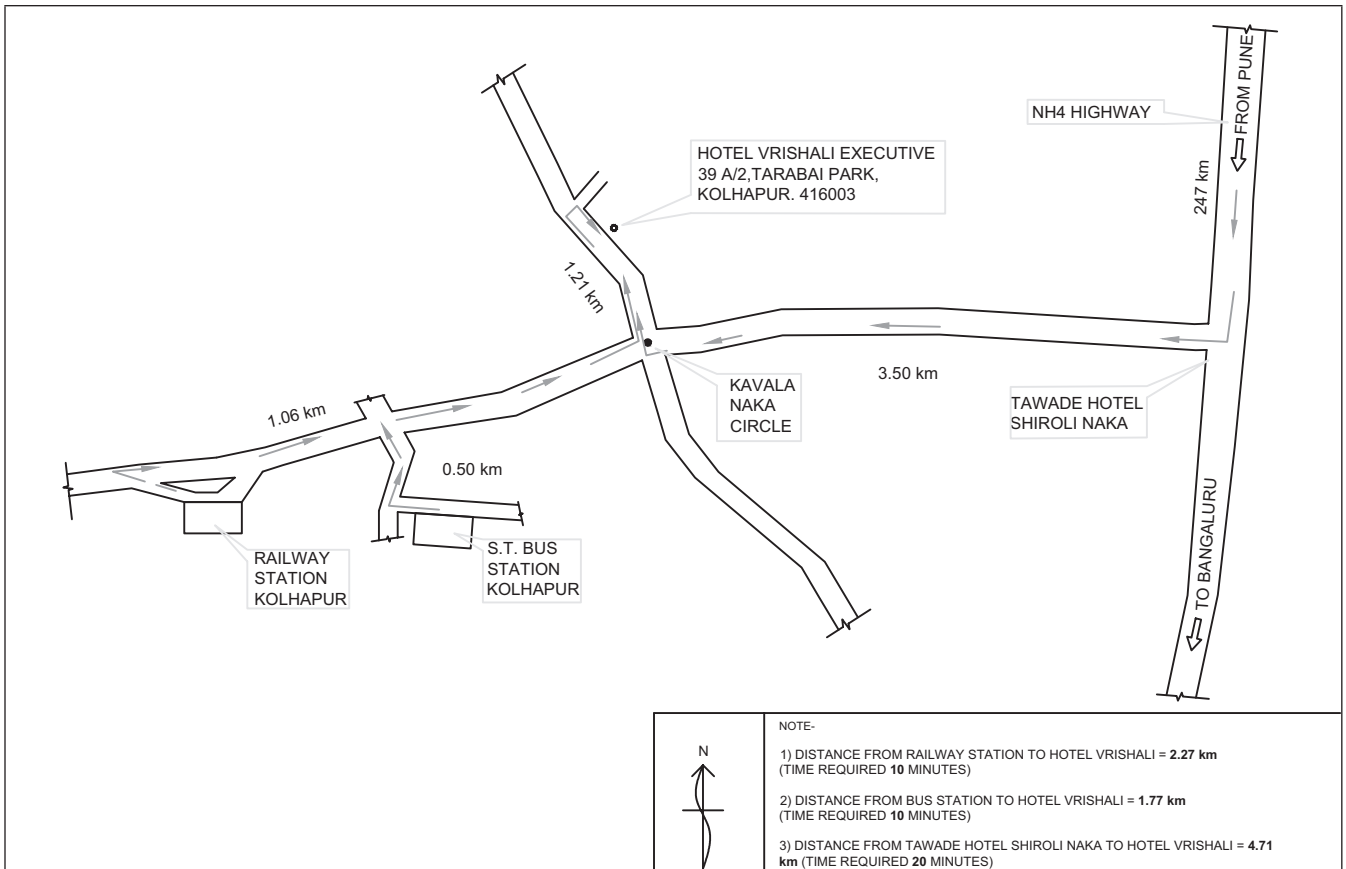
Information as required under Regulation 36(3) of Listing Regulations and Secretarial Standard – 2 on General Meetings about Mr. Kailash R. Lalpuria, Director liable to retire by rotation and recommended for the re-appointment

Name of the Director	Mr. Kailash R. Lalpuria
Age	59 years
Director Identification Number (DIN)	00059758
Category	Executive Director
Date of first appointment on the Board	11 th November, 2010
Qualification, brief resume and nature of expertise in specific functional areas	<p>A Qualified Chartered Accountant, Mr. Lalpuria is a Science graduate from St. Xavier's College in Mumbai and has more than 34 years of experience in the Textile Sector.</p> <p>His expertise includes Strategic Growth of Organization, Planning Joint Ventures, Developing Overseas Sales Team, Contribution in overall Value Chain, New Areas of Business Development, Commercial Aspects of Export Business, Sales & Marketing and Customer Relationship Management.</p> <p>He has the entrepreneur skills to conceptualize business and establish it as a successful enterprise. He has travelled worldwide and has good network for business development globally.</p>
Terms and conditions of re-appointment	<p>Mr. Kailash Lalpuria is an Executive Director of the Company, re-appointed by the members for a period of 3 years w.e.f. 1st October, 2016 at the Annual General Meeting held on 26th July, 2016 as per the terms and conditions set out in Item No. 10 of the Notice of 27th Annual General Meeting of the Company held on 26th July, 2016.</p> <p>Further, the said re-appointment is being made as per Section 152 (6) of the Companies Act, 2013 and there is no variations in the terms and conditions.</p>
Details of remuneration sought to be paid and remuneration last drawn	<p>As mentioned in the above paragraph, the said re-appointment is being made as per Section 152 (6) of the Companies Act, 2013 and there is no variations in the terms and conditions, including remuneration other than that approved by the members at the 27th AGM. During the financial year 2016-17, remuneration of Mr. Kailash R. Lalpuria was Rs. 93.82 Lakhs.</p>

Relationship with other Directors, Manager and other Key Managerial Personnel of the company	No Inter-se relationship with any other Director, or Key Managerial Personnel of the Company. The Company does not have a Manager.
Number of Board Meetings attended during the year	During the year 2016-17, Five (5) Board meetings were held and Mr. Kailash R. Lalpuria attended all the meetings.
Directorships held in other public Companies, including Listed Companies [excluding foreign and private Companies]	Vallabh Textile Company Limited
Memberships / Chairmanships of Audit & Stakeholders Relationship Committees of other Public Companies	NIL
Number of shares held in the Company as on 31st March, 2017	NIL

ROUTE MAP TO THE 28TH AGM VENUE

Venue : Hotel Vrishali Executive, Conference Hall, 1st Floor, 39 A/2, Tarabai Park, District Kolhapur. 416 003, Maharashtra



INDO COUNT INDUSTRIES LIMITED

CIN: L72200PN1988PLC068972

Registered Office: Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,
District Kolhapur-416 109, Maharashtra

Tel No: (230) 2483105 **Fax No:** (230) 2483275

Website: www.indocount.com; **Email :** icilinvestors@indocount.com

ATTENDANCE SLIP

28th Annual General Meeting on Monday, 21st August, 2017 at 12.30 p.m.

Registered Folio No./ DP ID-Client ID:	
Name and Address of the Member :	
Name of Joint holder(s) :	
No. of Equity Shares held :	

I/We hereby record my/our presence at the 28th Annual General Meeting of the Company 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 - 416 003, Maharashtra.

 Name of the Member / Proxy

 Signature of Member / Proxy

Notes:

1. Only Member/Proxyholder can attend the meeting.
2. Please fill up the details in this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.

Electronic Voting Particulars

Electronic Voting Event Number (EVEN)	USER ID	Password/PIN

Please read the instructions on e-voting printed in the Notice of 28th Annual General Meeting. The Voting Period starts from 9.00 a.m. (IST) on Thursday, 17th August, 2017 and ends at 5.00 p.m. (IST) on Sunday, 20th August, 2017. The voting module shall be disabled by NSDL for voting thereafter.

INDO COUNT INDUSTRIES LIMITED

CIN: L72200PN1988PLC068972

Registered Office: Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,
District Kolhapur-416 109, Maharashtra

Tel No: (230) 2483105 **Fax No:** (230) 2483275

Website: www.indocount.com; **Email :** icilinvestors@indocount.com

PROXY FORM- MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :
Registered address :
E-mail Id:
DPID Client Id/ Regd. Folio No :

I/We, being the member (s) ofshares of Indo Count Industries Limited, hereby appoint

1. Name: Address :
E-mail Id:Signature:....., or failing him
2. Name: Address :
E-mail Id:Signature:....., or failing him
3. Name: Address :
E-mail Id:Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 28th Annual General Meeting of the Company to be 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 - 416 003, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated below:

Item No.	Resolution	For*	Against*
Ordinary Business			
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March, 2017 together with the reports of the Board of Directors and Auditors thereon.		
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31 st March, 2017 together with the report of the Auditors thereon.		
3.	To confirm the payment of Interim Dividend of ₹ 0.40 per Equity Share of ₹ 2/- each.		
4.	To declare a Final Dividend of ₹ 0.40 per Equity Share of ₹ 2/- each.		
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.		
6.	To appoint Statutory Auditors of the Company in place of Retiring Auditors and fix their remuneration.		
Special Business			
7.	To determine charges for service of documents in a particular mode to the members on their request.		

* Optional

Signed this..... day of..... 2017

Signature of Shareholder(s):

Signature of Proxy holder(s):



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting. i.e. before 12.30 p.m. (IST) on 19th August, 2017.