



INDO COUNT INDUSTRIES LIMITED

CIN: L72200PN1988PLC068972

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

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

NOTICE

Notice is hereby given that the Twenty sixth Annual General Meeting of the members of Indo Count Industries Limited will be held on Saturday the 22nd day of August, 2015 at 12.30 p.m., at the Registered office of the Company at # 1, Plot no. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, District Kolhapur 416 109, Maharashtra, to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the standalone audited financial statements including Balance Sheet as at 31st March 2015, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the consolidated audited financial statements including Balance Sheet as at 31st March 2015, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Auditors thereon.
3. To appoint a Director in place of Mr. Kailash R. Lalpuria (DIN: 00059758), who retires by rotation at this AGM and being eligible, has offered himself, for re-appointment.
4. To ratify the appointment of Auditors to hold office from the conclusion of Twenty Sixth Annual General Meeting till the conclusion of Twenty Seventh Annual General Meeting and to fix their remuneration.

To consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and any other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s) thereof and as recommended by the Audit Committee, the appointment of M/s. B K Shroff & Co., Chartered Accountants (ICAI Registration No. 302166E), as the Statutory Auditors, to hold office from the conclusion of the Twenty Sixth Annual General Meeting till the conclusion of the Twenty Seventh Annual General Meeting be and is hereby ratified.

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to fix the remuneration payable to the Statutory Auditors as recommended by the Audit Committee.”

SPECIAL BUSINESS

5. To redeem 25,00,000 4% Cumulative Redeemable Preference Shares of Rs. 10/- each and in this regard, to consider and if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 55 of the Companies Act, 2013, and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for redemption of 25,00,000 4% Cumulative Redeemable Preference Shares of Rs. 10/- each aggregating to Rs. 2,50,00,000 out of the current years' profits on 31st August, 2015 the due date of redemption, by surrender of shares by the shareholders thereof, alongwith dividend till the due date of redemption.

RESOLVED FURTHER THAT the Board of directors of the Company be and are hereby authorised to do all such acts, deeds and things necessary for the purpose of giving effect to this resolution.”

6. To increase in the remuneration of Mr. Anil Kumar Jain, Chairman and Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT in partial modification of the resolution passed by the shareholders at the Annual General Meeting held on 23rd August, 2014 and in accordance with the provisions of sections 196, 197, (including second proviso to sub-section (1) of section 197), 198, 200 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for increase in the Remuneration of Mr. Anil Kumar Jain, Chairman & Managing Director with effect from 1st July, 2015 to 30th September, 2016, on the revised terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of directors, subject to approval of the Members, and provided hereinafter with liberty to the Board (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to alter and vary the terms and conditions of remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

| Particulars | Existing | Proposed |
|---------------------------------|---|---|
| Name | Anil Kumar Jain | Anil Kumar Jain |
| Designation | Chairman & Managing Director | Chairman & Managing Director |
| Period | 01-04-2014 to 30-09-2016 | 01-07-2015 to 30-09-2016 |
| A) Salary and Perquisite | | |
| Basic Salary | Rs. 500,000/- p.m. with an annual increment of Rs. 50,000/- p.m. in the Basic Salary. First increment payable on 01-01-2014 thereafter on 1st January every year. | Rs. 10,00,000/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors. |

| | | |
|--|--|---|
| Accommodation | Up to 60% of Basic Salary | Rent Free Fully Furnished Accommodation or House Rent Allowance equal to 100% of the Basic Salary |
| Other Perquisites and Allowances:- a) Leave Travel Assistance b) Servant Allowance c) Soft Furnishing Allowance d) Medical Expenses e) Special Allowance f) Any other allowance as may be decided by the Board | Up to 40% of Basic Salary | No Change |
| B) Other Benefits | | |
| a) Earned/privilege Leave b) Gratuity c) Chauffer Driven Company Cars, Telephone & Other Communication facilities at the Residence for official Purpose and other benefits. d) Personal Accident Insurance. | As per Rules of the Company Use of Company's cars, telephone and other communication facilities at the residence, for official purposes as per Rules of the Company Premium not exceeding Rs. 20,000/- per annum. | No Change |
| C) COMMISSION | The Commission as may be approved by the Board (or a Committee thereof). Total remuneration may exceed 5% of the net profits as calculated under section 198 of the Act, subject however to, the overall remuneration of all executive directors is within 10% of the Net profit, as prescribed under section 197 read with Schedule V of the Act. | No Change |

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

7. To Revision in the remuneration of Mr. R. N. Gupta, Joint Managing Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** in partial modification of the resolution passed by the shareholders at the Annual General Meeting held on 20th July, 2013 and in accordance with the provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for revision in the Remuneration of Mr. R. N. Gupta, Joint Managing Director with effect from 1st July, 2015 to 30th September, 2016, on the revised terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of directors, subject to approval of the Members, and provided hereinafter with liberty to the Board (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to alter and vary the terms and conditions of remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

| Particulars | Existing | Proposed |
|--|---|--|
| Name | Mr. R. N. Gupta | Mr. R. N. Gupta |
| Designation | Jt. Managing Director | Jt. Managing Director |
| Period | 01-10-2013 to 30-09-2016 (Liable to retire by rotation.) | 01-07-2015 to 30-09-2016 (Liable to retire by rotation.) |
| A) Salary and Perquisite | | |
| Basic Salary | Rs. 92,000/- p.m. with an annual increment upto Rs. 20,000/- p.m. in the Basic Salary. First increment will be on 01-01-2014 and thereafter on 1st January every year. | As may be approved by the Board (or Committee thereof), subject however to, the overall remuneration of all executive directors is within 10% of the Net profits, as prescribed under section 197 read with Schedule V of the Act. |
| House Rent Allowance | Up to 50% of Basic Salary | No change |
| Other Perquisites and Allowances | a) Medical Reimbursement: Rs. 1250 p.m. b) Leave Travel Assistance: Rs. 1500/- p.m. c) Bonus / Ex-Gratia: As applicable to Senior Executives of the Company from time to time | No change |
| B) Other Benefits | | |
| a) Earned/privilege Leave b) Gratuity c) Encashment of Leave d) Chauffer Driven Company Cars, Telephone & Other Communication facilities at the Residence for official Purpose and other benefits d) Personal Accident Insurance | As per Rules of the Company Premium not exceeding Rs. 5000/- per annum | No change |

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution."

8. To revision in the remuneration of Mr. Kailash R. Lalpuria, Executive Director of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in partial modification of the resolution passed by the shareholders at the Annual General Meeting held on 20th July, 2013 and in accordance with the provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for revision in the Remuneration of Mr. Kailash R. Lalpuria, Executive Director with effect from 1st July, 2015 to 30th September, 2016, on the revised terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of directors, subject to approval of the Members and provided hereinafter with liberty to the Board (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to alter and vary the terms and conditions of remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

| Particulars | Existing | Proposed |
|--|--|--|
| Name | Mr. Kailash R. Lalpuria | Mr. Kailash R. Lalpuria |
| Designation | Executive Director | Executive Director |
| Period | 01-01-2014 to 30-09-2016 (Liable to retire by rotation.) | 01-07-2015 to 30-09-2016 (Liable to retire by rotation.) |
| A) Salary and Perquisite | | |
| Basic Salary | Rs. 153,332/- p.m. with an annual increment upto Rs. 30,000/- p.m. in the Basic Salary. First increment will be on 01-01-2014 and thereafter on 1st January every year. | As may be approved by the Board (or Committee thereof) subject however to, the overall remuneration of all executive directors is within 10% of the Net profit, as prescribed under section 197 read with Schedule V of the Act. |
| House Rent Allowance | Up to 50% of Basic Salary | No Change |
| Other Perquisites and Allowances | a) Special Allowance: Rs.97,950/- p.m. b) Medical Allowance: Rs.12,50/- p.m. c) Conveyance allowance: Rs.800/- p.m. d) Leave Travel Assistance: 10,000/- p.m. e) Bonus/ Ex-Gratia: Rs.10,000/- p.m. f) Servant Allowance: Rs.35,00/- p.m. | No Change |
| B) Other Benefits | | |
| a) Earned/privilege Leave b) Gratuity c) Encashment of Leave d) Chauffer Driven Company Cars, Telephone & Other Communication facilities at the Residence for official purpose and other benefits | As per Rules of the Company | No Change |

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

9. To revision in the remuneration of Mr. Kamal Mitra, Director (Works) of the Company and in this regard to consider and if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** in partial modification of the resolution passed by the shareholders at the Annual General Meeting held on 20th July, 2013 and in accordance with the provisions of sections 196, 197, 198 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded for revision in the Remuneration of Mr. Kamal Mitra, Director (Works) with effect from 1st July, 2015 to 30th September, 2016, on the revised terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of directors, subject to approval of the Members, and provided hereinafter with liberty to the Board (hereinafter referred to as “the Board” which term shall be deemed to include any Committee thereof) to alter and vary the terms and conditions of remuneration as it may deem fit, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof:

| Particulars | Existing | Proposed |
|---------------------------------|--|---|
| Name | Mr. Kamal Mitra | Mr. Kamal Mitra |
| Designation | Director (Works) | Director (Works) |
| Period | 01-10-2013 to 30-09-2016 (Liable to retire by rotation.) | 01-07-2015 to 30-09-2016 (Liable to retire by rotation.) |
| A) Salary and Perquisite | | |
| Basic Salary | Rs. 1,15,700/- p.m. with an annual increment upto Rs. 25,000/- p.m. in the Basic Salary. First increment will be on 01-01-2014 and thereafter on 1st January every year. | As may be approved by the Board (or Committee thereof) subject however to, the overall remuneration of all executive directors is within 10% of the Net profits, as prescribed under section 197 read with Schedule V of the Act. |
| House Rent Allowance | Up to 50% of Basic Salary | No change |

| | | |
|--|---|-----------|
| Other Perquisites and Allowances | a) Medical Reimbursement: Rs. 1,250 p.m. b) Bonus / Ex-Gratia: As applicable to Senior Executives of the company from time to time. c) Company's Contribution to the Recognized Provident Fund & Superannuation Fund: As per Rules of the Company | No change |
| B) Other Benefits | | |
| a) Earned/privilege Leave b) Gratuity c) Encashment of Leave d) Chauffer Driven Company Cars, Telephone & Other Communication facilities at the Residence for official Purpose and other benefits | As per Rules of the Company | No change |

RESOLVED FURTHER THAT the Board be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

**R. Sundaram
Chief Financial Officer and Company Secretary
ACS: 9650**

Date : June 30, 2015
Place : Mumbai

Notes:

1. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of the meeting. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Explanatory Statement pursuant to section 102 of the Companies Act, 2013 in respect of the special business under Item Nos. 5 to 9 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/ re-appointment as Directors under Item No. 3, of the Notice, is also annexed.
4. The Register of Members and Share Transfer Register of the Company will be closed from Monday, 17th August, 2015 to Saturday, 22nd August, 2015, (both days inclusive).
5. Members are requested to bring their attendance slip along with their copy of Annual Report to the Meeting.
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Link Intime India Private Limited (R & T Agent) to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to R & T Agent.
7. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company / Registrar and Share Transfer Agent, M/s Link Intime India Pvt. Ltd.
8. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF): Pursuant to sections 205C and other applicable provisions, if any, of the Companies Act, 1956, all unclaimed/ unpaid dividend up to financial year 2001-02, have been transferred to the IEPF established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred prior to 31st March, 2015, nor shall any payment be made in respect of such claim.
9. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under section 170 of the Act and Register of Contracts or Arrangements in which Directors are interested, under Section 189 of the Act will be available for inspection by the members of the Company at the venue of the meeting.
10. Electronic copy of the Notice of the 26th Annual General Meeting of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) 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 Notice of the 26th Annual General Meeting of the Company is being sent in the permitted mode. Members may also note that the Notice of the 26th Annual General Meeting and the Annual Report for the year 2014-15 will also be available on the Company's website www.indocount.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Kolhapur for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Registrar and Share Transfer Agent's at their E-mail ID: delhi@linkintime.co.in.

11. The voting rights of Members shall be in proportion to the equity shares held by them in the paid up equity share capital of the Company as on 17th August, 2015 ('cut-off date'). Any person, who is a Member of the Company as on the cut-off date is eligible to cast vote on all the resolutions set forth in the Notice of AGM using remove e-voting or ballot form at the AGM.
12. Members holding shares in physical form are requested to consider converting their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or R & T Agent for assistance in this regard.
13. Members holding shares in physical form in identical order of names in more than one folio are requested to send to the Company or R & T Agent, the details of such folios together with the share certificates for consolidating their holding in one folio. A consolidated share certificate will be returned to such Members after making requisite changes thereon.
14. In case of joint holders attending the AGM, only such joint holder who is higher in the order of name will be entitled to vote.
15. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date, so as to enable the Management to keep the information ready at the meeting.
16. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with the R & T Agent /Depositories.

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

**R. Sundaram
Chief Financial Officer and Company Secretary
ACS: 9650**

Date : June 30, 2015
Place : Mumbai

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

Item No. 5

As per the conditions of the debt restructuring package approved by the CDR Empowered Group required the promoters to bring in 3rd and last installment of Rs. 2.50 crores on or before 31st March 2011 to be converted into equity/preference shares. The Board of Directors at their meeting held on 14th February, 2011 has considered a proposal to issue and allot 25,00,000 Preference Shares of Rs. 10 each for cash at par to M/s Tozai Enterprises Pvt. Ltd. a promoter associate company. The said preference shares were permitted to redeem on or before 10th year from the date of allotment without premium. CDR has permitted the company to redeem as and when the company exit CDR monitoring. This issue was approved by the members at the EGM held on 26th March, 2011.

The company has exited from CDR on 31st March, 2015 and as per the terms of the issue the preference share holder is seeking redemption of the preference shares. The Board of Directors of the Company, as per terms of the issues and as per members approval given on 26th March, 2011 has agreed to redeem the preference shares on 31st August, 2015. Preference Shareholder is requested to deposit their share certificates in respect of these shares on or before 25th August 2015 at the registered office of the company to enable the company to make the payment in respect thereof. Dividend will be paid till the due date of redemption, None of the directors is interested in the proposed resolution.

None of the Directors or Key Managerial Personnel or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution. Your Directors recommend the passing of resolution as set out at Item No. 5 of the Notice for approval by the Members.

Item No. 6 to 9

The Company's overall performance over the last few years has been consistently improving. This performance has only been possible with the concerted efforts of Executive Directors and strategic oversight and leadership of Mr. Anil Kumar Jain, Chairman & Managing Director.

Further, the present remuneration structures are water-tight and not Tax efficient. It is felt that, within the limits approved by requisite authority and prescribed Policies of the Company, the employee should get flexibility to structure remuneration in a manner which suits his/ her specific circumstances.

Further on recommendation of the Nomination and Remuneration Committee Meeting held on 30th June, 2015, the Board of Directors at their Meeting held on 30th June, 2015, have approved revised Remuneration payable to Mr. Anil Kumar Jain, the Chairman and Managing Director, Mr. R. N. Gupta, Joint Managing Director, Mr. Kailash R. Lalpuria, Executive Director, Mr. Kamal Mitra, Director (Works), with effect from 01st July 2015 to 30th September, 2016, subject, to the approval of Members at the General Meeting.

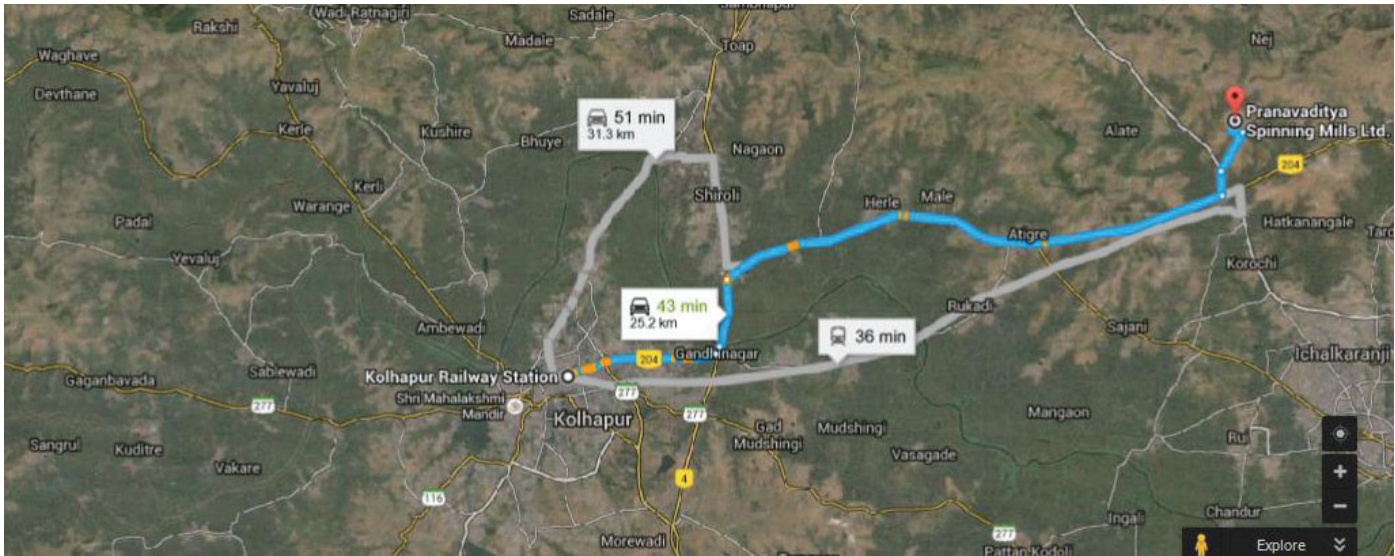
Apart from Mr. Anil Kumar Jain (in Item No. 6), Mr. R. N. Gupta (in Item No. 7), Mr. Kailash R. Lalpuria (in Item No. 8) and Mr. Kamal Mitra (in Item No. 9) none of the directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolutions. Your Directors recommend the passing of resolutions as set out at Item No. 6 to 9 of the Notice for approval by the Members.

ANNEXURE TO THE AGM NOTICE

Information pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the directors, who are proposed to be appointed / re-appointed at the ensuing Annual General Meeting to be held on 22nd August, 2015:

| | |
|--|--|
| Name of the Director | Mr. Kailash R. Lalpuria |
| DIN | 00059758 |
| Age | 56 years |
| Date of Appointment on the Board | 11th November, 2010 |
| Brief Resume and nature of expertise in functional areas | <p>A qualified Chartered Accountant, Mr. Lalpuria is a Science graduate from the St. Xavier's College in Mumbai and has more than 32 years of experience in the Textile sector. He is associated with Indo Count for the past 5 years now as an Executive Director.</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 have good network for business development globally.</p> |
| Qualification | Chartered Accountant |
| Directorships held in other public Companies [excluding foreign and private Companies] | 1. Vallabh Textile Co. Ltd |
| Memberships / Chairmanships of Committees of other Public Companies | - |
| Number of shares held in the Company | 21169 |

ROUT MAP TO THE VANUE



E-voting:

Pursuant of section 108 of the Companies Act, 2013 read with Rules 20 of Companies (Management and Administration) Rules, 2015, and Clause 35B of Listing Agreement, the Company is pleased to provide 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through Central Depository Services (India) Limited (CDSL) as an alternative, for all members of the Company to enable them to cast their votes electronically, on the resolutions mentioned in the notice of the 24th Annual General Meeting of the Company. The facility for voting, through ballot / polling paper shall also be made available at the venue of the 24th AGM. The Members attending the Meeting, 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 Meeting but shall not be entitled to cast their vote again at the AGM. The voting rights of shareholders shall be in proportion to their shares of the Paid up Equity Share Capital of the Company as on cut off date i.e. 17th August, 2015.

Members are requested to follow the instructions below to cast their vote electronically:-

- i) The remote e-voting period begins on 19th August, 2015 at 9.00 a.m. (IST) and ends on 21st August, 2015 at 05.00 p.m. (IST). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 17th August, 2015 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on 21st August, 2015.
- ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the Meeting venue.
- iii) The shareholders should log on to the e-voting website: www.evotingindia.com
- iv) Click on "Shareholders" tab to cast your vote.
- v) Now Enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi) Next enter the Image Verification as displayed and Click on Login.
- vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- viii) If you are a first time user, follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|---|---|
| PAN* | Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Attendance Slip indicated in the PAN field. |
| Dividend Bank Details OR Date of Birth (DOB) | Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- ix) After entering these details appropriately, click on "SUBMIT" tab.
- x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii) Click on the EVSN for the relevant on which you choose to vote. In this case, it would be Indo Count Industries Limited.
- xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xviii) If you as a Demat account holder have forgotten the existing password, then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.

xix) Note for Non – Individual Shareholders and Custodians :

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporates and Custodians respectively.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.

xx) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 17th August, 2015, may follow the same instructions as mentioned above for e-Voting or send a request at delhi@linkintime.co.in or at icilinvestors@indocount.com. However, if such member is already registered with CDSL for remote e-voting the he/she/it can use his/her/its existing user ID and password for casting the vote. The facility to reset the forgotten password is also provided by CDSL by using "Forgot user Details/Password" option avail on www.evotingindia.com.

xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

- The voting rights of shareholders shall be in proportion to their shares of the paid up equity shares capital of the Company.
- C V Kulkarni, Practicing Company Secretary (Membership No.: 3342; CP No: 2792) (Address: Flat No.2, B-Wing, Suyash Apartments,769 / 770, Sadashiv Peth, Barrister Gadgil Street,Pune - 411 030) has been appointed as scrutinizer for conducting the e-voting process in the fair and transparent manner.
- Notice of the meeting is also displayed at www.indocount.com or at www.evotingindia.com
- The result of voting will be announced by the Chairman of the meeting after the 26th AGM to be held on 22nd August, 2015, the result of the meeting will be communicated to the Stock Exchanges and will be placed on the website of www.cdslindia.com and www.indocount.com.

1. In case a member receives physical copy of the Notice by Post [for members whose e-mail addresses are not registered with the Company / Depository Participant(s)]:

- a) User ID and initial password –This is provided at the bottom of the attendance slip for the Annual General Meeting (which is being sent along with this Notice)
- b) Please follow all steps from sl. no. (i) to sl. no. (xxi) above to cast vote.

2. Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a member casts votes by both modes, then voting done through e-voting shall prevail and Ballot shall be treated as invalid

3. Once the vote on a resolution is cast by a member, the Member shall not be allowed to change it subsequently or cast the vote again.

4. In case of any query pertaining to e-voting, please visit Help & FAQ's section available at CDSL website www.evotingindia.com.

The Scrutinizer shall, immediately after conclusion of General Meeting, first count the vote, thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, not later then three (3) days from the conclusion of Meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, and submit forthwith to the Chairman or person authorised by him in writing who shall countersign the same and declare the result of voting forthwith.

The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.