



INDO COUNT INDUSTRIES LIMITED

Registered Office: # 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,
District Kolhapur 416 109, Maharashtra. CIN: L72200PN1988PLC068972
Website: www.indocount.com; E-mail: icilinvestors@indocount.com

ATTENDANCE SLIP

26th Annual General Meeting on Saturday, 22nd August, 2015.

Registered Folio No./ DP ID-Client ID	
Name and address of the Member	
Joint holders	
No. of Shares	

I/We hereby record my/our presence at the 26th Annual General Meeting of the Company 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, Dist. Kolhapur – 416 109 Maharashtra.

Members' /Proxy's Name in Block Letters

Member/Proxy Signature

Please fill this Attendance Slip and HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Electronic Voting Particulars

Electronic Voting Sequence No.(EVSN)	USER ID	Sequence Number / OR (Default PAN No.)
150722009		

Note: Please read the instructions printed along with the Notice of 26th Annual General Meeting. The Voting period starts from 9.00 a.m. on Wednesday, 19th August, 2015 and ends at 05.00 p.m. on Friday, 21st August, 2015. The voting module shall be disabled by CDSL for voting thereafter.



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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:
Client Id/ Regd. Folio No :
DP ID :

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

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

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual general meeting of the Company to be held on Saturday, 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, Dist. Kolhapur-416 109, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated on the reverse:

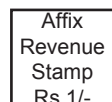


Item No.	Resolution	For	Against
Ordinary Business			
1.	To receive, consider and adopt the standalone audited financial statements including Balance Sheet as at 31st March 2015, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors 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 M/s B. K. Shroff & Co. as Statutory 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.		
Special Business			
5.	To redeem 25,00,000 4% Cumulative Redeemable Preference Shares of Rs. 10/- each, alongwith dividend till due date of redemption.		
6.	To increase in the remuneration of Mr. Anil Kumar Jain, Chairman and Managing Director of the Company.		
7.	To Revision in the remuneration of Mr. R. N. Gupta, Joint Managing Director of the Company.		
8.	To revision in the remuneration of Mr. Kailash R. Lalpuria, Executive Director of the Company.		
9.	To revision in the remuneration of Mr. Kamal Mitra, Director (Works) of the Company.		

Signed this.....day of..... 2015

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.

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Signature of Member



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Signature of Proxy holder (s)