Indo Count
COMPLETE COMFORT

2nd July, 2016

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: 27th Annual General Meeting of the Company and Intimation of Book Closure

We wish to inform the Exchange that the 27th Annual General Meeting ("AGM") of the Company will be held on **Tuesday, 26th July, 2016 at 12.30 p.m. at Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, District Kolhapur - 416 109, Maharashtra**.

The Notice of the 27th Annual General Meeting is enclosed.

Further, the Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 19th July, 2016 to Tuesday, 26th July, 2016 (both days inclusive) for the purpose of payment of Dividend and Annual General Meeting.

The final Dividend of Re.1/- per Equity Share of Rs.10/- each as recommended by the Board of Directors, if declared at the AGM will be paid before 25th August, 2016 to those shareholders whose names appear in the Register of Members/List of Beneficial Owners maintained by the Depositories as on Monday, 18th July, 2016.

The Company is providing electronic voting (remote e-voting) facility to the members through electronic voting platform of Central Depository Services (India) Limited (CDSL). Members holding shares either in physical or demat mode as on the cut-off date i.e Tuesday, 19th July, 2016 may cast their votes electronically on the resolutions included in the Notice of Annual General Meeting. The e-voting shall commence from 9.00 a.m. on Friday, 22nd July, 2016 and shall end at 5.00 p.m. on Monday, 25th July, 2016.

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 LTD.
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

Head Office
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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

Notice is hereby given that the Twenty Seventh Annual General Meeting of the members of Indo Count Industries Limited will be held on Tuesday, 26th July, 2016 at 12.30 p.m. at 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 Audited Standalone Financial Statements of the Company including Balance Sheet as at 31st March, 2016, 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 Audited Consolidated Financial Statements of the Company including Balance Sheet as at 31st March, 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Auditors thereon.

3. To confirm the payment of Interim Dividend of ₹ 1/- per Equity Share of ₹ 10/- each.

4. To declare a Final Dividend of ₹ 1/- per Equity Share of ₹ 10/- each.

5. To appoint a Director in place of Mr. Kamal Mitra (DIN: 01839261) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.

6. To ratify the appointment of Auditors to hold office from the conclusion of Twenty Seventh Annual General Meeting till the conclusion of Twenty Eighth 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 of the Company, to hold office from the conclusion of the Twenty Seventh Annual General Meeting till the conclusion of the Twenty Eighth Annual General Meeting be and is hereby ratified;

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

SPECIAL BUSINESS :

7. **Appointment of Mr. Mohit Anilkumar Jain as a Director of the Company**

   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 152 and any other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made there under (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Mohit Anilkumar Jain (DIN: 01473966) who was appointed as an Additional Director of the Company w.e.f. 9th May, 2016 and who holds office upto the date of this Annual General Meeting ('AGM') and in respect of whom the Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation."

8. **Appointment of Mr. Mohit Anilkumar Jain as the Managing Director of the Company**

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

   "RESOLVED THAT in accordance with the provisions of sections 196,197 and 203 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)

and the Articles of Association of the Company,consent of the members of the Company be and is hereby accorded for the appointment of Mr. Mohit Anilkumar Jain (DIN: 01473966) as the Managing Director of the Company for a period of 5 years w.e.f. 9th May, 2016 on the remuneration and other terms and conditions as set out below, for a period of 3 years from 9th May, 2016 to 8th May, 2019 with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force):

A) Salary and Perquisites:

Basic Salary: ₹ 10,00,000/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors.

Perquisites and Allowances:

Category I

1. Rent Free Fully Furnished Accommodation or House Rent Allowance equal to 100% of the Basic Salary.
2. Furnishing of residential accomodation with free use of all facilities, Repairs and House Maintenance, Medical Allowance, Servant / Helper Allowance, Re-imbursement of gas, electricity, water charges or any other utilities, Special Allowance or such other allowances as may be decided by the Board - Upto 40% of Basic Salary.
3. Chauffer Driven Company Cars for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the cars.
4. Telephone, Mobile & other Communication facilities, computers, laptops at the Residence for official purpose and expenses incurred thereof.
5. Payment of membership fees for clubs in India including any admission / life membership fees and other allied expenses.
6. Leave Travel Allowance (LTA) - As per the policy of the Company for the Executive Chairman / Managing Director / Whole-Time Directors of the Company.
7. Travelling Expenses – As per the Travel Policy of the Company for the Directors of the Company.
8. Medical / Health Insurance - As per the Medical Insurance policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
9. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy taken for Mr. Mohit Anilkumar Jain, Managing Director shall be borne by the Company.
10. Any other allowances, benefits and perquisites as per the rules and / or policy of the Company as are applicable to the Managing Director of the Company and / or which may become applicable in the future, subject to the recommendation of the Nomination and Remuneration Committee.

Category II

The Company's contribution to Provident Fund, Superannuation or Annuity fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

B) Commission

The Commission as may be approved by the Board (or a Committee thereof) for each financial year. Total remuneration may exceed 5% of the net profits, subject to the overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profit, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

Overall Remuneration:

The aggregate of salary, allowances and perquisites in a financial year shall not exceed the limits prescribed under Section 197, Schedule V and other relevant provisions of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Mohit Anilkumar Jain during a period of 3 years w.e.f. 9th May, 2016 be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT in the case of absence or inadequacy of profits during the period of 3 years w.e.f. 9th May, 2016, total remuneration payable to Mr. Mohit Anilkumar Jain, Managing Director, by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT Mr. Mohit Anilkumar Jain, Managing Director shall be liable to retire by rotation;

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. **Re-appointment of Mr. Anil Kumar Jain - "Executive Chairman" of the Company**.

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

"RESOLVED THAT in accordance with the provisions of sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Anil Kumar Jain (DIN: 00086106) as a Whole-Time Director of the Company designated as "Executive Chairman" for a period of 3 years w.e.f. 1st October, 2016 on the remuneration and other terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

(A) Salary and Perquisites:

Basic Salary: ₹ 14,00,000/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors.

Perquisites and Allowances

Category I

1. Rent Free Fully Furnished Accommodation or House Rent Allowance equal to 100% of the Basic Salary.
2. Furnishing of residential accomodation with free use of all facilities, Repairs and House Maintenance, Medical Allowance, Servant / Helper Allowance, Re-imbursement of gas, electricity, water charges or any other utilities, Special Allowance or such other allowances as may be decided by the Board - Upto 40% of Basic Salary.
3. Chauffer Driven Company Cars for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the cars.
4. Telephone, Mobile & other Communication facilities, computers, laptops at the Residence for official purpose and expenses incurred thereof.
5. Payment of membership fees for clubs in India including any admission / life membership fees and other allied expenses.
6. Leave Travel Allowance (LTA) - As per the policy of the Company for the Executive Chairman / Managing Director / Whole-Time Directors of the Company.
7. Travelling Expenses – As per the Travel policy of the Company for the Directors of the Company.
8. Medical / Health Insurance - As per the Medical Insurance policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
9. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy taken for Mr. Anil Kumar Jain, Executive Chairman shall be borne by the Company.
10. Any other allowances, benefits and perquisites as per the rules and / or policy of the Company as are applicable to the Executive Chairman of the Company and / or which may become applicable in the future, subject to the recommendation of the Nomination and Remuneration Committee.

Category II

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

(B) Commission

The Commission as may be approved by the Board (or a Committee thereof) for each financial year. Total remuneration may exceed 5% of the net profits as calculated under section 198 of the Act, subject to, the overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Anil Kumar Jain during his tenure of office be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profit, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Anil Kumar Jain, Executive Chairman, total remuneration payable to him by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT Mr. Anil Kumar Jain, Executive Chairman shall not be liable to retire by rotation;

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."

10. **Re-appointment of Mr. Kailash R. Lalpuria - Executive Director of the Company**.

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

"RESOLVED THAT in accordance with the provisions of sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Kailash R. Lalpuria (DIN: 00059758) as a Whole-Time Director designated as "Executive Director" of the Company for a period of 3 years w.e.f. 1st October, 2016 on the remuneration and other terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013;

(A) Salary and Perquisites

Basic Salary: ₹ 2,93,335/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors.

Perquisites and Allowances

Category I

1. House Rent Allowance - Upto 50% of the Basic Salary.
2. Servant Allowance, Medical Allowance, Special Allowance or any other Allowance as may be decided by the Board - Upto 40% of Basic Salary.
3. Chauffer Driven Company Car for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the car.
4. Telephone, Mobile & other Communication facilities, computers, laptops at the Residence for official purpose and expenses incurred thereof.
5. Leave Travel Allowance (LTA) - As per the policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
6. Travelling Expenses – As per the policy of the Company for Directors of the Company.
7. Medical / Health Insurance - As per the Medical Insurance policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
8. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy taken for Mr. Kailash R. Lalpuria, Executive Director shall be borne by the Company.

Category II

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's

salary for each completed year of service and encashment of leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

B) Commission

The Commission as may be approved by the Board (or a Committee thereof) for each financial year provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Kailash R. Lalpuria during his tenure of office be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Directors is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Kailash R. Lalpuria, Executive Director, total remuneration payable to him by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

RESOLVED FURTHER THAT Mr. Kailash R. Lalpuria, Executive Director shall be liable to retire by rotation;

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."

11. **Re-appointment of Mr. Kamal Mitra - Director (Works) of the Company**.

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

"RESOLVED THAT in accordance with the provisions of sections 196 and 197 and all other applicable provisions of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Kamal Mitra (DIN: 01839261) as Whole-Time Director designated as Director (Works) of the Company for a period of 3 years w.e.f. 1st October, 2016 on the remuneration and other terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013;

(A) Salary and Perquisites

Basic Salary: ₹ 1,68,402/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors of the Company.

Perquisites and Allowances

Category I

1. House Rent Allowance - Upto 50% of the Basic Salary.
2. Medical Reimbursement – As per the policy of the Company.
3. Leave Travel Allowance (LTA) - As per the policy of the Company for the Executive Chairman / Managing Director / Whole-Time Directors of the Company.
4. Chauffer Driven Company Car for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the car.
5. Travelling Expenses – As per the policy of the Company for Directors of the Company.
6. Medical / Health Insurance - As per the Medical Insurance policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
7. Personal Accident Insurance – Premium for the Personal Accident Insurance Policy taken for Mr. Kamal Mitra, Director (Works) shall be borne by the Company.

Category II

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's salary for each completed year of service and encashment of leave at the end of the tenure shall not be included for the purpose of computation of the overall ceiling of remuneration.

B) Commission

The Commission as may be approved by the Board (or a Committee thereof) for each financial year provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Kamal Mitra during his tenure of office be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Kamal Mitra Director (Works), total remuneration payable to him by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

RESOLVED FURTHER THAT Mr. Kamal Mitra, Director (Works) shall be liable to retire by rotation;

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."

12. **Increase in borrowing powers of the Board**

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

"RESOLVED THAT in supersession of the Special Resolution passed by the shareholders of the Company on 23rd August, 2014 and pursuant to any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter called the "Board" which term shall be deemed to include person(s) authorized and / or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution), for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Mutual Funds, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, in addition to the monies already borrowed by the Company, (apart from temporary loans obtained or to be obtained from the Company's bankers in the ordinary course of business), may exceed the aggregate of paid up capital and free reserves of the Company, provided that the total amount of money or monies so borrowed and outstanding at any time shall not exceed ₹ 1,600 Crores (Rupees One Thousand Six Hundred Crores Only);

RESOLVED FURTHER THAT the Board be and is hereby authorised to do and perform all such acts, deeds, matters and things, execute such documents as may be considered necessary, desirable or expedient for giving effect to this Resolution."

13. **Increase in the power of creation of charge**

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

"RESOLVED THAT in supersession of the resolution passed by the shareholders of the Company on 23rd August, 2014 and pursuant to the provisions of Section 180 (1) (a) and other applicable provisions, if any, of the Companies Act, 2013, (including any amendment(s) thereto or re-enactment (s) thereof), the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee thereof) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, and in such from manner and with such ranking and on such terms as the Board may deem fit, in favour of the Lenders / Trustee to secure borrowings upto ₹. 1,600 Crores;

"RESOLVED FURTHER THAT the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds and things, to execute all such documents, instruments in writing as may be required in its absolute discretion to give effect to this resolution."

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

Amruta Avasare
Company Secretary

Registered Office:

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

Place: Mumbai
Date: 8th June, 2016

Notes:

1. The Register of Beneficial Owners and Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, 19th July, 2016 to Tuesday, 26th July, 2016 (both days inclusive).

2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item Nos. 7 to 13 is annexed hereto and forms part of this Notice.

3 A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY / PROXIES TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY / PROXIES NEED NOT BE A MEMBER OF THE COMPANY.

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

   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 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 proxy and such person shall not act as a proxy for any other person or shareholder.

4. Corporate Members intending to send their authorized representatives are requested to send to the Company a duly certified copy of the Resolution passed by the Board of Directors authorizing their representatives to attend and vote at the Annual General Meeting.

5. Equity Dividend, if approved by the Members at the Annual General Meeting, will be paid to the Equity Shareholders whose names appear in the Register of Member as on 18th July, 2016, or Register of Beneficial Owners at the close of business hours on 18th July, 2016, as per details furnished by the Depositories for this purpose.

6. Pursuant to Regulation 36 (3) of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, the details of Directors seeking appointment / re-appointment are provided in the Annexure to this Notice.

7. 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.

8. 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 details to the Registrar and Transfer Agent of the Company, in the prescribed Form SH -13. Members holding shares in demat form may contact their respective DP for recording of nomination.

9. In case of joint holders attending the Meeting, 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.

10. Members holding shares:

    a) in electronic (Demat) form are advised to inform the particulars of their bank account, change of address and E-mail ID to their respective 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 ID to RTA.

11. Members, whether holding shares in electronic or physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondences with the Company / RTA.

12. NRI Members are requested to:

    a) change their residential status on return to India permanently.

    b) 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.

13. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of Folios and send relevant Share Certificates to the Company's RTA for doing the needful.

14. 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 the PAN to their respective DP. Members holding shares in physical form can submit their PAN details to the Company / RTA.

15. Members are requested to note that in case of transfer of shares held in physical form, submission of photocopy of PAN card of the transferee(s) along with the Transfer Deeds and Share Certificate(s) at the time of lodgement of transfer of share is mandatory.

16. In terms of Section 124 of the Companies Act, 2013 and Sections 205A and 205C of the Companies Act, 1956 (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).

    The interim dividend for the FY 2015-16 is due for transfer to IEPF in the year 2022. Shareholders are requested to ensure that they claim the interim dividend before transfer of the said amount to IEPF. Members who have not encashed their dividend warrants for said interim dividend are requested to contact the Company / Registrar & Transfer Agent.

17. Copies of any documents referred to in the Notice or Explanatory Statement are available for inspection at the Company's Registered Office on all days except Saturdays, Sundays or public holidays between 2.00 p.m. to 4.00 p.m.

18. Pursuant to the provisions of Sections 101 and 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their E-mail ID either with their DP or the Company. The Notice of the AGM along with Annual Report for the year ended 31st March, 2016 is being sent by electronic mode to those Members whose E-mail IDs are registered with the Company / Depositories, unless a Member has requested for a physical copy of the same.

    Physical copies of the Annual Report are being sent by the permitted mode to those Members who have not registered their E-mail IDs. The Annual Report for the year ended 31st March, 2016 and Notice convening AGM is available on the Company's website www.indocount.com

19. Route Map to the venue of AGM is annexed.

E-voting:

Pursuant of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2015, and Regulation 44 of Securities 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 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 27th Annual General Meeting of the Company.

It is hereby clarified that is not mandatory for a Member to vote using e-voting facility.

The facility for voting, through ballot / polling paper shall also be made available at the venue of the 27th 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. Tuesday, 19th July, 2016.

C. V. Kulkarni, Practising 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.

The Scrutinizer shall submit his report, to the Executive Chairman, within Forty Eight hours from the conclusion of the Annual General Meeting.

The result declared along with the Scrutinizer's report shall be placed on the website of the Company www.indocount.com and shall simultaneously be communicated to the Stock Exchanges.

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

i) The remote e-voting period begins on **Friday, 22nd July, 2016 at 9.00 a.m.** (IST) and ends on **Monday, 25th July, 2016 at 5.00 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. Tuesday, 19th July, 2016 may cast their votes electronically. The remote e-voting module shall be disabled by CDSL for voting after 5.00 p.m. (IST) on Monday, 25th July, 2016.

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 Participants 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 also to be 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 **Indo Count Industries Limited** on which you choose to vote.

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 becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. Tuesday, 19th July, 2016, may follow the same instructions as mentioned above for e-Voting or send a request at indocount@linkintime.co.in or at icilinvestors@indocount.com. However, if such member is already registered with CDSL for remote e-voting then 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. The same can be done 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

xxii) Notice of the Annual General Meeting is also displayed at www.indocount.com or at www.evotingindia.com

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

1. 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 / Poll paper at AGM. If a member casts votes by both modes, then voting done through e-voting shall prevail.

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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 IN RESPECT OF ITEM NOS. 7-13 OF THE NOTICE

ITEM NO. 7 and 8

As a part of long term succession plan, pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 7th May, 2016 appointed Mr. Mohit Anilkumar Jain as an Additional Director of the Company w.e.f. 9th May, 2016 to hold office till the date of the next Annual General Meeting. Further, the Board of Directors of the Company also approved his appointment as the Managing Director of the Company for a period of 5 years with effect from 9th May, 2016 subject to approval of the shareholders of the Company on the terms and conditions including remuneration as set out in Item No. 8 of the Notice.

The Company has received a notice from a shareholder signifying the intention to propose Mr. Mohit Anilkumar Jain as a candidate for the office of Director of the Company along with the deposit of requisite amount as stipulated under the provisions of Section 160 of the Companies Act, 2013.

Pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the appointment and remuneration of Managing Director requires approval of the shareholders in General Meeting.

The brief resume of Mr. Mohit Anilkumar Jain is provided in Annexure to the Notice.

The Board of Directors recommends the resolutions at Item No. 7 & 8 of the Notice for the approval of members of the Company by way of Ordinary Resolution and Special Resolution respectively.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Mohit Anilkumar Jain , Mr. Anil Kumar Jain and their relatives are concerned or interested, financially or otherwise, in the said resolutions.

ITEM NO. 9

At the Annual General Meeting of the Company held on 22nd August, 2015, the tenure of Mr. Anil Kumar Jain was fixed from 1st July, 2015 to 30th September, 2016. Further, w.e.f. 9th May, 2016, Mr. Anil Kumar Jain continues to be "Executive Chairman" of the Company.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 8th June, 2016 re-appointed Mr. Anil Kumar Jain as an Executive Chairman for a further period of 3 years w.e.f.1st October, 2016 on the terms and conditions including remuneration as stated in Item No. 9 of the Notice, subject to the approval of members of the Company.

Pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the re-appointment and revision in remuneration of Whole-time Director requires approval of the shareholders in General Meeting.

The brief resume of Mr. Anil Kumar Jain is provided in Annexure to the Notice.

The Board of Directors therefore recommends the resolution as set out in Item No. 9 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Anil Kumar Jain and Mr. Mohit Anilkumar Jain are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 10

At the Annual General Meeting of the Company held on 22nd August, 2015, the tenure of Mr. Kailash R. Lalpuria was fixed from 1st July, 2015 to 30th September, 2016.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company re-appointed Mr. Kailash R. Lalpuria, Executive Director for a further period of 3 years w.e.f. 1st October, 2016 on the terms and conditions including remuneration as stated in Item No. 10 of the Notice, subject to the approval of members of the Company.

Pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the re-appointment and revision in remuneration of Whole-time Director requires approval of the shareholders in General Meeting.

The brief resume of Mr. Kailash R. Lalpuria is provided in Annexure to the Notice.

The Board of Directors therefore recommends the resolution as set out in Item No. 10 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Kailash R. Lalpuria and his relatives are concerned or interested, financially or otherwise, in the said Resolution.

ITEM NO. 11

At the Annual General Meeting of the Company held on 22nd August, 2015, the tenure of Mr. Kamal Mitra was fixed from 1st July, 2015 to 30th September, 2016.

Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company re-appointed Mr. Kamal Mitra, Director (Works) for a further period of 3 years w.e.f. 1st October, 2016 on the terms and conditions including remuneration as stated in Item No. 11 of the Notice, subject to the approval of members of the Company.

Pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the re-appointment and revision in remuneration of Whole-time Director requires approval of the shareholders in General Meeting.

The brief resume of Mr. Kamal Mitra is provided in Annexure to the Notice.

The Board of Directors therefore recommends the resolution as set out in Item No. 11 of the Notice for approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Kamal Mitra is concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 12 and 13

At the Annual General Meeting of the Company held on 23rd August, 2014, the members of the Company had accorded their consent to the Board of Directors of the Company for borrowing monies upto a limit of ₹ 1,200 Crores (Rupees Twelve Hundred Crores only). The members of the Company had also accorded their consent to the Board to create charge on properties or assets of the Company to secure borrowings upto ₹ 1,200 crores.

In view of the increasing activities and operations and considering the expansion plans of the Company, it is proposed to increase the borrowing limit upto ₹ 1,600 Crores (Rupees One Thousand Six Hundred Crore) pursuant to Section 180 (1) (c) of the Companies Act, 2013 and accordingly increase the limit for creation of charge to secure the borrowings upto ₹ 1,600 crores.

The Board of Directors therefore recommends the resolutions as set out in Item No. 12 and 13 of the Notice for approval of members of the Company by way of Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolutions.

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

Amruta Avasare
Company Secretary

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

Place: Mumbai
Date: 8th June, 2016

Annexure to AGM Notice

Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015

1. Appointment of Mr. Mohit Anilkumar Jain:

Name of the Director	Mr. Mohit Anilkumar Jain
DIN	01473966
Age	40 years
Brief Resume and nature of expertise in functional areas	Mr. Mohit Jain has graduated from Babson College, United States of America and is specialised in the fields of Marketing, Economics, Finance and Entrepreneurial Studies. He has over 15 years experience in Global Marketing and Entrepreneurship. Mr. Mohit Jain, has travelled extensively to the countries like United States of America, Canada, United Kingdom, Germany, France, Italy, Switzerland, Singapore, Korea, amongst others. He has vast experience on overseas business and has established networking with the global customers.
Directorships held in other public Companies [excluding foreign and private Companies]	NIL
Memberships / Chairmanships of Audit & Stakeholders Relationship Committees of other Public Companies	NIL
Number of shares held in the Company as on 31st March, 2016	138570 Equity Shares of ₹10/- each
Inter-se relationship with other Directors	Mr. Mohit Anilkumar Jain is son of Mr. Anil Kumar Jain.

2. Re-appointment of Mr. Anil Kumar Jain

Name of the Director	Mr. Anil Kumar Jain
DIN	00086106
Age	63 years
Brief Resume and nature of expertise in functional areas	Mr. Anil Kumar Jain, a B.Com (Hons.) from St. Xavier's College, Kolkata has acquired more than 35 years of experience in the industry. He started his career from 1975 and had held various key positions in the family business. He was instrumental in turning around BIFR / Sick Units by introducing innovative technology and export culture. In the year 1988, he has promoted Indo Count Industries Ltd., a 100% Export Oriented Yarn Unit. Subsequently, in the year 2006, post-quota regime, he could also establish a state of art Home Textile unit, fully integrated to manufacture 36 million meter fabric annually.
Directorships held in other public Companies [excluding foreign and private Companies]	1. Margo Finance Limited 2. Pranavaditya Spinning Mills Limited
Memberships / Chairmanships of Audit & Stakeholders Relationship Committees of other Public Companies -	Pranavaditya Spinning Mills Ltd: a) Stakeholders' Relationship Committee – Member
Number of shares held in the Company as on 31st March, 2016	373511 Equity Shares of ₹ 10/- each
Inter-se relationship with other Directors	Mr. Anil Kumar Jain is Father of Mr. Mohit Anilkumar Jain.

3. Re-appointment of Mr. Kailash R. Lalpuria

Name of the Director	Mr. Kailash R. Lalpuria
DIN	00059758
Age	57 years
Brief Resume and nature of expertise in functional areas	A qualified Chartered Accountant, Mr. Lalpuria is a Science graduate from St. Xavier's College in Mumbai and has more than 33 years of experience in the Textile Sector. 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. 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.
Directorships held in other public Companies [excluding foreign and private Companies]	Vallabh Textile Company Ltd
Memberships / Chairmanships of Audit & Stakeholders Relationship Committees of other Public Companies	NIL
Number of shares held in the Company as on 31st March, 2016	NIL
Inter-se relationship with other Directors	Mr. Kailash R. Lalpuria has no inter-se relationship with other Directors

4. Re-appointment of Mr. Kamal Mitra:

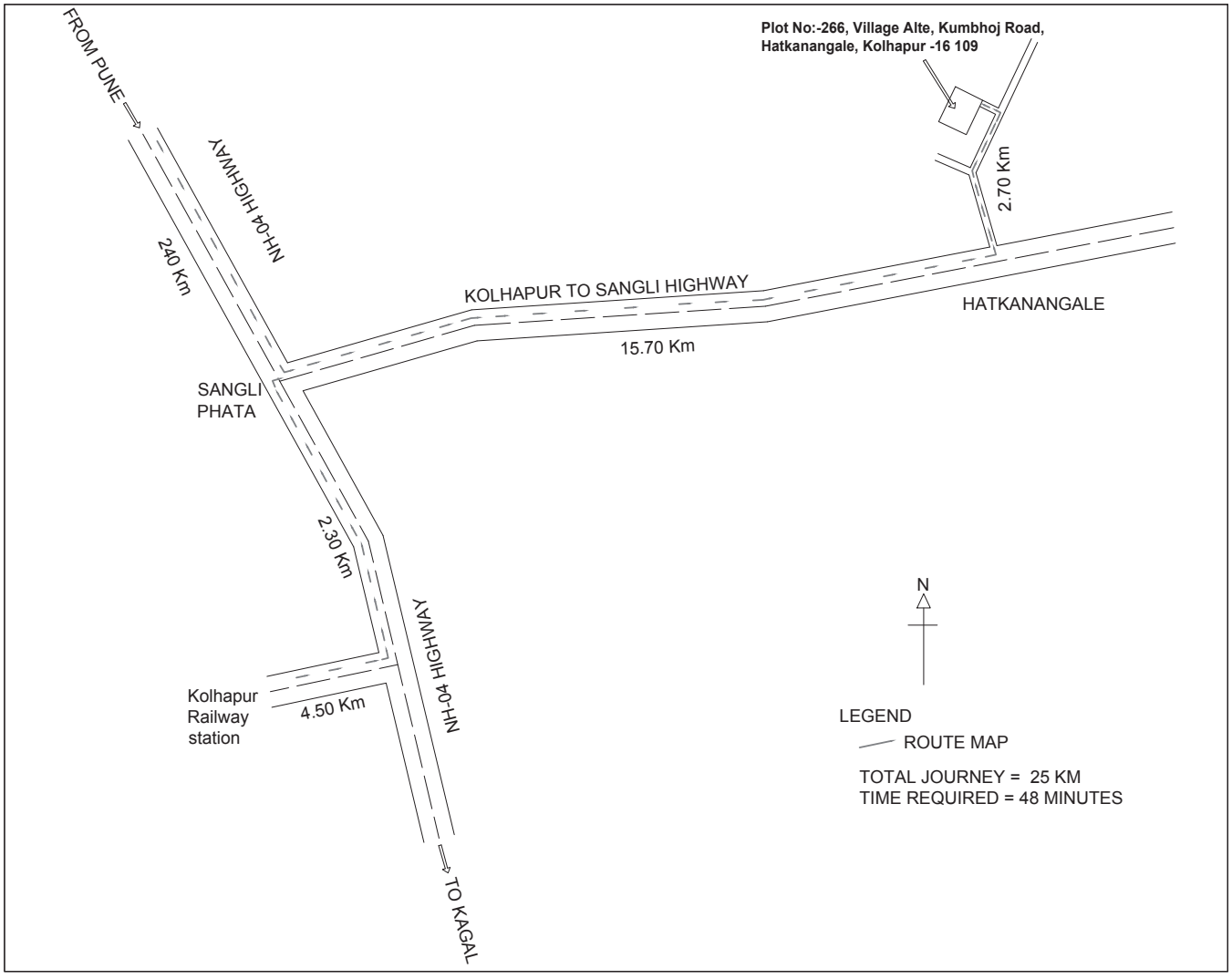
Name of the Director	Mr. Kamal Mitra
DIN	01839261
Age	63 years
Brief Resume and nature of expertise in functional areas	Mr. Kamal Mitra, holds a Bachelor Degree in Textile Engineering and has more than 35 years of experience in the Textile Industry
Directorships held in other public Companies [excluding foreign and private Companies]	Pranavaditya Spinning Mills Limited
Memberships / Chairmanships of Audit & Stakeholders Relationship Committees of other Public Companies -	Pranavaditya Spining Mills Limited: Member-Audit Committee Member-Stakeholders' Relationship Committee
Number of shares held in the Company as on 31st March, 2016	170 Equity Shares of ₹ 10/- each
Inter-se relationship with other Directors	Mr. Kamal Mitra has no inter-se relationship with other Directors

ROUTE MAP TO THE 27th AGM VENUE

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

Distance from Kolhapur Railway Station : 25 km

Distance from Hatkanangale Bus Stand : 2.70 km



IMPORTANT COMMUNICATION

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 id to the Company by filling up the form available on the Company's website 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 id 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

INDO COUNT INDUSTRIES LIMITED

CIN: L72200PN1988PLC068972
Registered Office: Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,
Dist. Kolhapur-416 109, Maharashtra
Tel No: (230) 2483105 **Fax No:** (230) 2483275
Website: www.indocount.com; **Email :** icilinvestors@indocount.com

ATTENDANCE SLIP

27th Annual General Meeting on Tuesday, 26th July, 2016 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 27th Annual General Meeting of the Company held on Tuesday, 26th July, 2016 at 12:30 p.m. at Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur – 416 109, Maharashtra.

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Name of the Member / Proxy Signature of Member / Proxy

PLEASE FILL THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Electronic Voting Particulars

Electronic Voting Sequence No.(EVSN)	Sequence Number / Default PAN*
160627015	

*Only members who have not updated their PAN with the Company / Depository Participants shall use default PAN in the PAN field.

Please read the instructions printed in the Notice of 27th Annual General Meeting. The Voting period starts from 9.00 a.m. on Friday, 22nd July, 2016 and ends at 5.00 p.m. on Monday, 25th July, 2016. The voting module shall be disabled by CDSL for voting thereafter.

INDO COUNT INDUSTRIES LIMITED

Registered Office: Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur-416 109, Maharashtra
CIN: L72200PN1988PLC068972
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:
Client Id/ Regd. Folio No :
DP ID :

I/We, being the member (s) of ....shares 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 27th Annual General Meeting of the Company to be held on Tuesday, 26th July, 2016 at 12:30 p.m. 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 here in below:

Item No.	Resolution
	Ordinary Business
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company including Balance Sheet as at 31st March 2016, 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 Audited Consolidated Financial Statements of the Company including Balance Sheet as at 31st March 2016, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Auditors thereon.
3.	To confirm the payment of Interim Dividend of ₹ 1/- per Equity Share of ₹ 10/- each
4.	To declare a Final Dividend of ₹ 1/- per Equity Share of ₹ 10/- each
5.	To appoint a Director in place of Mr. Kamal Mitra (DIN: 01839261), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
6.	To ratify the appointment of M/s B. K. Shroff & Co. as Statutory Auditors to hold office from the conclusion of Twenty Seventh Annual General Meeting till the conclusion of Twenty Eight Annual General Meeting and to fix their remuneration
	Special Business
7.	To appoint Mr. Mohit Anilkumar Jain as a Director of the Company
8.	To appoint Mr. Mohit Anilkumar Jain as the Managing Director of the Company for a period of 5 years w.e.f. 9th May, 2016
9.	To re-appoint Mr. Anil Kumar Jain, Executive Chairman of the Company for a period of 3 years w.e.f. 1st October, 2016
10.	To re-appoint Mr. Kailash R. Lalpuria, Executive Director for a period of 3 years w.e.f. 1st October, 2016
11.	To re-appoint Mr. Kamal Mitra, Director (Works) for a period of 3 years w.e.f. 1st October, 2016
12.	Increase in borrowing powers of the Board upto ₹ 1,600 Crores pursuant to Section 180(1) (c) of the Companies Act, 2013
13.	Increase in power of the Board to create charge upto ₹ 1,600 Crores pursuant to Section 180(1) (a) of the Companies Act, 2013

Signed this..... day of..... 2016

Signature of Shareholder(s): .....

Signature of Proxy holder(s): .....

Affix Revenue Stamp ₹. 1/-

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