Indo Count

Count On Us...

Indo Count Industries Limited

301, 'ARCADIA', 3rd Floor, Nariman Point, Mumbai - 400 021, INDIA
Tel : 022-4341 9500, 2285 6534 / 35 • Fax : 022-2282 3098, 2204 1028
E-mail : indo@indocount.com • Website : www.indocount.com
CIN : L72200PN1988PLC068972

24th August, 2015

The National Stock Exchange of India Ltd
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

Sub: Clause 35A of the Listing Agreement -Voting Result

Dear Sir,

In accordance with the Clause 35A of the Listing Agreement, please find enclosed the voting results on the resolutions passed at the Annual General Meeting held on 22nd 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, which has been prepared based on the report submitted by Mr. C.V. Kulkarni, Practicing Company Secretary, the scrutinizer for the remote e-voting and poll at the 26th Annual General Meeting held on 22nd August, 2015.

Kindly take note of the same and update the records.

Yours faithfully,

For **Indo Count Industries Limited**

R Sundaram
Chief Financial Officer & Company Secretary

Encl: as above

Count On Us...

Indo Count Industries Limited

301, 'ARCADIA', 3rd Floor, Nariman Point, Mumbai - 400 021, INDIA
Tel : 022-4341 9500, 2285 6534 / 35 • Fax : 022-2282 3098, 2204 1028
E-mail : indo@indocount.com • Website : www.indocount.com
CIN : L72200PN1988PLC068972

Details of Voting Results

1.	Date of Annual General Meeting	Saturday, 22nd August, 2015
2.	Total No. of shareholders as on record date (i.e. on 17th August, 2015 cut-off date for the purpose of voting)	25818
3.	No. of Shareholders present in the meeting either in person or through proxy Promoter & Promoter Group: Public:	 12 32
4.	No. of Shareholders attended the meeting through Video Conferencing	Not Arranged

Agenda Wise

In case of Poll/Postal Ballot/E-voting:

Resolution 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 **(Ordinary Resolution).**

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of votes against on votes polled
	1	2	3=[2/1]*100	4	5	6=[4/2] *100	7=[5/2]* 100
Promoter and Promoter Group	23274505	23270505	99.98	23270505	0	100	0.00
Public – Institutional holders	3651817	693535	18.99	693535	0	100	0.00
Public-Others	12553612	766041	6.10	766041	0	100	0.00
Total	**39479934**	**24730081**	**62.64**	**24730081**	**0**	**100**	**0.00**

Resolution 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 **(Ordinary Resolution).**

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of votes against on votes polled
	1	2	3=[2/1]*100	4	5	6=[4/2] *100	7=[5/2]* 100
Promoter and	23274505	23270505	99.98	23270505	0	100	0.00

Indo Count
Count On Us...

Indo Count Industries Limited

301, 'ARCADIA', 3rd Floor, Nariman Point, Mumbai - 400 021, INDIA
Tel : 022-4341 9500, 2285 6534 / 35 • Fax : 022-2282 3098, 2204 1028
E-mail : indo@indocount.com • Website : www.indocount.com
CIN : L72200PN1988PLC068972

Promoter Group							
Public – Institutional holders	3651817	693535	18.99	693535	0	100	0.00
Public-Others	12553612	766041	6.10	766041	0	100	0.00
Total	**39479934**	**24730081**	**62.24**	**24730081**	**0**	**100**	**0.00**

Resolution 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 **(Ordinary Resolution).**

Promoter/ Public	**No. of Shares held**	**No. of votes polled**	**% of Votes Polled on outstanding Shares**	**No. of Votes in favour**	**No. of votes against**	**% of Votes in favour on votes polled**	**% of votes against on votes polled**
	1	2	3=[2/1]*100	4	5	6=[4/2] *100	7=[5/2]* 100
Promoter and Promoter Group	23274505	23270505	99.98	23270505	0	100	0.00
Public – Institutional holders	3651817	693535	18.99	693535	0	100	0.00
Public-Others	12553612	766041	6.10	766041	0	100	0.00
Total	**39479934**	**24730081**	**62.24**	**24730081**	**0**	**100**	**0.00**

Resolution 4: To ratify the appointment of M/s. B K Shroff & Co., Chartered Accountants (ICAI Registration No. 302166E), as the Statutory Auditors and to fix their remuneration **(Ordinary Resolution).**

Promoter/ Public	**No. of Shares held**	**No. of votes polled**	**% of Votes Polled on outstanding Shares**	**No. of Votes in favour**	**No. of votes against**	**% of Votes in favour on votes polled**	**% of votes against on votes polled**
	1	2	3=[2/1]*100	4	5	6=[4/2] *100	7=[5/2]* 100
Promoter and Promoter Group	23274505	23270505	99.98	23270505	0	100	0.00
Public – Institutional holders	3651817	687535	18.83	640426	47109	93.20	6.79
Public-Others	12553612	766041	6.10	766041	0	100	0.00
Total	**39479934**	**24724081**	**62.62**	**24676972**	**47109**	**99.81**	**0.19**

Indo Count
Count On Us...

Indo Count Industries Limited

301, 'ARCADIA', 3rd Floor, Nariman Point, Mumbai - 400 021, INDIA
Tel : 022-4341 9500, 2285 6534 / 35 • Fax : 022-2282 3098, 2204 1028
E-mail : indo@indocount.com • Website : www.indocount.com
CIN : L72200PN1988PLC068972

Resolution 5: To redeem 25,00,000 4% Cumulative Redeemable Preference Shares of Rs. 10/- each and pay dividend till the date of redemption. **(Ordinary Resolution).**

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of votes against on votes polled
	1	2	3=[2/1]*100	4	5	6=[4/2] *100	7=[5/2]* 100
Promoter and Promoter Group	23274505	23270505	99.98	23270505	0	100	0.00
Public – Institutional holders	3651817	693535	18.83	693535	0	100	0.00
Public-Others	12553612	766041	6.10	766041	0	100	0.00
Total	**39479934**	**24730081**	**62.24**	**24730081**	**0**	**100**	**0.00**

Resolution 6: To increase in the remuneration of Mr. Anil Kumar Jain, Chairman and Managing Director of the Company **(Ordinary Resolution).**

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of votes against on votes polled
	1	2	3=[2/1]*100	4	5	6=[4/2] *100	7=[5/2]* 100
Promoter and Promoter Group	23274505	23270505	99.98	23270505	0	100	0.00
Public – Institutional holders	3651817	687535	18.83	535400	152135	77.87	22.13
Public-Others	12553612	766041	6.10	766040	1	100	0.00
Total	**39479934**	**24724081**	**62.62**	**24571945**	**152136**	**99.38**	**0.62**

Resolution 7: To Revision in the remuneration of Mr. R. N. Gupta, Joint Managing Director of the Company. **(Ordinary Resolution)**

Promoter/ Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding Shares	No. of Votes in favour	No. of votes against	% of Votes in favour on votes polled	% of votes against on votes polled
	1	2	3=[2/1]*100	4	5	6=[4/2] *100	7=[5/2]* 100
Promoter and Promoter	23274505	23270505	99.98	23270505	0	100	0.00

Count On Us...

Indo Count Industries Limited

301, 'ARCADIA', 3rd Floor, Nariman Point, Mumbai - 400 021, INDIA
Tel : 022-4341 9500, 2285 6534 / 35 • Fax : 022-2282 3098, 2204 1028
E-mail : indo@indocount.com • Website : www.indocount.com
CIN : L72200PN1988PLC068972

Group							
Public – Institutional holders	3651817	687535	18.83	535400	152135	77.87	22.13
Public-Others	12553612	766041	6.10	766040	1	100	0.00
Total	**39479934**	**24724081**	**62.62**	**24571945**	**152136**	**99.38**	**0.62**

Resolution 8: To revision in the remuneration of Mr. Kailash R. Lalpuria, Executive Director of the Company. **(Ordinary Resolution)**

Promoter/ Public	**No. of Shares held**	**No. of votes polled**	**% of Votes Polled on outstanding Shares**	**No. of Votes in favour**	**No. of votes against**	**% of Votes in favour on votes polled**	**% of votes against on votes polled**
	1	2	3=[2/1]*100	4	5	6=[4/2] *100	7=[5/2]* 100
Promoter and Promoter Group	23274505	23270505	99.98	23270505	0	100	0.00
Public – Institutional holders	3651817	687535	18.83	535400	152135	77.87	22.13
Public-Others	12553612	766041	6.10	766040	1	100	0.00
Total	**39479934**	**24724081**	**62.62**	**24571945**	**152136**	**99.38**	**0.62**

Resolution 9: To revision in the remuneration of Mr. Kamal Mitra, Director (Works) of the Company. **(Ordinary Resolution)**

Promoter/ Public	**No. of Shares held**	**No. of votes polled**	**% of Votes Polled on outstanding Shares**	**No. of Votes in favour**	**No. of votes against**	**% of Votes in favour on votes polled**	**% of votes against on votes polled**
	1	2	3=[2/1]*100	4	5	6=[4/2] *100	7=[5/2]* 100
Promoter and Promoter Group	23274505	23270505	99.98	23270505	0	100	0.00
Public – Institutional holders	3651817	687535	18.83	535400	152135	77.87	22.13
Public-Others	12553612	766041	6.10	766040	1	100	0.00
Total	**39479934**	**24724081**		**24571945**	**152136**	**99.38**	**0.62**

Note: All the aforesaid resolutions were passed with requisite majority.

For **Indo Count Industries Limited**

R Sundaram
Chief Financial Officer & Company Secretary