



30th July, 2020

National Stock Exchange of India Limited
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: **521016**

Dear Sir/Madam,

Sub: Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In compliance with the provisions of Regulation 44(3), other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 read with Rules and Regulations made thereunder and other applicable provisions of the Companies Act, 2013, we hereby submit the following documents regarding the 31st Annual General Meeting ('AGM') of Indo Count Industries Limited ('the Company'), which was held on Thursday, 30th July, 2020 at 12:30 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM):

- a) Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- b) Consolidated Report of Mr. Vikas Chomal, Proprietor of M/s. Vikas R. Chomal & Associates (Scrutinizer) dated 30th July, 2020 on remote e-voting and voting through e-voting at the AGM

This is for your information and record.

Thanking You,

For Indo Count Industries Limited

Amruta Avasare
Company Secretary & Compliance Officer
Membership No.: ACS 18844

Encl.: A/a

Indo Count Industries Ltd

Head Office: 301, Arcadia, 3rd Floor, Nariman Point, Mumbai - 400 021, Maharashtra, India; **T:** 022 4341 9500, **F:** 022 2282 3098

Marketing Office: Dosti Imperia, 2nd floor, Manpada, Ghodbunder Road, Thane (w) - 400 607, Maharashtra, India; **T:** 022 4151 1800, **F:** 022 2172 0121

Home Textile Division: T3, Kagal - Hatkanangale Five Star, MIDC Ind. Area, Kolhapur - 416216, Maharashtra, India; **T:** 0231 662 7900, **F:** 0231 662 7979

Spinning Division: D1, MIDC, Gokul Shirgaon, Kolhapur - 416234, Maharashtra, India; **T:** 0231 268 7400, **F:** 0231 267 2161

Regd. Office: Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur - 416 109, Maharashtra, India; **T:** 0230 2463100 / 2461929

CIN: L72200PN1988PLC068972, **E:** info@indocount.com, **W:** www.indocount.com



Indo Count Industries Limited – 31 st Annual General Meeting – Voting Results Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of AGM	30 th July, 2020
Total number of shareholders on record date (as on 23 rd July, 2020)	49938
Number of shareholders present in the meeting either in person or through proxy:	N.A.
Promoter and Promoter group	
Public	
Number of shareholders attended the meeting through Video Conferencing:	76
Promoter and Promoter group	12
Public	64

For Indo Count Industries Limited

Amruta Avasare
Company Secretary & Compliance Officer
Membership No.: ACS 18844

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Indo Count Industries Limited								
Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020, together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of the Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	116346750	116326750	99.9828	116326750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116326750	99.9828	116326750	0	100.0000	0.0000
Public Institutions	E-Voting	14415819	8549550	59.3067	8549550	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8549550	59.3067	8549550	0	100.0000	0.0000
Public Non Institutions	E-Voting	66637101	3018523	4.5298	3018118	405	99.9866	0.0134
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3018523	4.5298	3018118	405	99.9866	0.0134
Total		197399670	127894823	64.7898	127894418	405	99.9997	0.0003

Note: The E-Voting includes remote e-voting and e-voting at Annual General Meeting. 16 (Sixteen) members holding total 5988 shares in category of Public - Non Institutions voted in favour during AGM.

The above resolution is passed with requisite majority.



Indo Count Industries Limited								
Resolution Required : (Ordinary)			2 - To declare Final Dividend of Re. 0.60/- per Equity Share of face value of Rs. 2/- each for the Financial Year ended 31st March, 2020.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	116346750	116326750	99.9828	116326750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116326750	99.9828	116326750	0	100.0000	0.0000
Public Institutions	E-Voting	14415819	8549550	59.3067	8549550	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8549550	59.3067	8549550	0	100.0000	0.0000
Public Non Institutions	E-Voting	66637101	3018523	4.5298	3017988	535	99.9823	0.0177
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3018523	4.5298	3017988	535	99.9823	0.0177
Total		197399670	127894823	64.7898	127894288	535	99.9996	0.0004

Note: The E-Voting includes remote e-voting and e-voting at Annual General Meeting. 16 (Sixteen) members holding total 5988 shares in category of Public - Non Institutions voted in favour during AGM.

The above resolution is passed with requisite majority.

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Indo Count Industries Limited								
Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Kailash R. Lalpuria (DIN: 00059758), who retires by rotation and being eligible, offers himself for the re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	116346750	116326750	99.9828	116326750	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		116326750	99.9828	116326750	0	100.0000	0.0000
Public Institutions	E-Voting	14415819	8549550	59.3067	8423231	126319	98.5225	1.4775
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		8549550	59.3067	8423231	126319	98.5225	1.4775
Public Non Institutions	E-Voting	66637101	3018523	4.5298	3015863	2660	99.9119	0.0881
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3018523	4.5298	3015863	2660	99.9119	0.0881
Total		197399670	127894823	64.7898	127765844	128979	99.8992	0.1008

Note: The E-Voting includes remote e-voting and e-voting at Annual General Meeting. 16 (Sixteen) members holding total 5988 shares in category of Public - Non Institutions voted in favour during AGM.

The above resolution is passed with requisite majority.



VIKAS R CHOMAL AND ASSOCIATES

PRACTICING COMPANY SECRETARIES

A/B-201, MANAS BLDG, KHAKAR ALLEY, THANE WEST – 400601
Email: csvrca@gmail.com/vikas@vrca.co.in, Phone: 022-25410931/9867811641

COMBINED SCRUTINIZER REPORT FOR THE RESULT OF THE REMOTE E-VOTING TOGETHER WITH THAT OF VOTING CONDUCTED DURING THE 31st ANNUAL GENERAL MEETING THROUGH E-VOTING

To,

Mr. Anil Kumar Jain

Executive Chairman

Indo Count Industries Limited

Office No. 1, Plot No. 266, Village Alte,
Kumbhoj Road, Taluka Hatkanangale,
District Kolhapur-416109, Maharashtra

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and e-voting conducted during the Annual General Meeting, for the 31st Annual General Meeting of Indo Count Industries Limited held on Thursday, July 30, 2020 at 12:30 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM') .

I, Vikas R Chomal, of Vikas R Chomal and Associates, Practising Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Indo Count Industries Limited pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 31st Annual General Meeting ("AGM") of Indo Count Industries Limited on Thursday, July 30, 2020 at 12:30 p.m. (IST) through VC.

I was also appointed as Scrutinizer to scrutinize the e-voting process during the said AGM.

The notice dated June 12, 2020, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI Circular dated May 12, 2020.

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting and e-voting at AGM by the Shareholders of the Company.

The voting period for remote e-voting commenced on Monday, July 27, 2020 (9:00 a.m. IST) and ended on Wednesday, July 29, 2020 (5:00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.

The Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Thursday, July 23, 2020 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of e-voting at the AGM, the report on e-voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and downloaded from the e-voting website of NSDL (<https://www.evoting.nsdl.com>) in the presence of two witnesses, who are not in the employment of the Company. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted and the results were prepared.

I have scrutinized and reviewed the remote e-voting and e-voting done during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting and e-voting during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as scrutinizer for the remote e-voting and e-voting during the AGM is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

The Result of the Remote E-voting together with that of E-voting conducted at the venue of AGM is as under:

RESOLUTION 1: ORDINARY BUSINESS (Ordinary Resolution)

To receive, consider and adopt:

a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon; and

b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
164	12,78,94,418	99.9997%

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	405	0.0003%

(iii) Invalid Votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

RESOLUTION 2: ORDINARY BUSINESS (Ordinary Resolution)

To declare Final Dividend of Re. 0.60/- per Equity Share of face value of Rs. 2/- each for the Financial Year ended March 31, 2020.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
164	12,78,94,288	99.9996%

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
2	535	0.0004%

(iii) Invalid Votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

RESOLUTION 3: ORDINARY BUSINESS (Ordinary Resolution)

To appoint a Director in place of Mr. Kailash R. Lalpuria (DIN: 00059758), who retires by rotation and being eligible, offers himself for the re-appointment.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
155	12,77,65,844	99.8992%

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
11	1,28,979	0.1008%

(iii) Invalid Votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
Nil	Nil

All the above 3 (Three) Resolutions mentioned in the Notice of AGM dated 12th June, 2020 as per the details mentioned above stand "PASSED" under Remote E-voting and voting conducted during the AGM through E-voting with requisite majority and hence deemed to be passed as on the date of AGM.

I hereby confirm that I am maintaining the Register received from NSDL electronically in respect of Remote E-voting conducted before the AGM and E-voting conducted during the AGM. I shall arrange to hand over these records to the Authorized Director(s) of the Company for safe keeping, after the Chairman signs the Minutes.

FOR VIKAS R CHOMAL AND ASSOCIATES

VIKAS R CHOMAL
PRACTICING COMPANY SECRETARIES
ACS NO: 24941
COP: 12133

Date: 30/07/2020
Place: Thane, Maharashtra

ICSI Firm Peer Review Reg No: S2013MH216500
ICSI UDIN: A024941B000529170