



Complete Comfort

September 3, 2021

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 32nd Annual General Meeting ('AGM') of Indo Count Industries Limited ('the Company'), which was held on Friday, September 3, 2021 at 12:30 PM (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM):

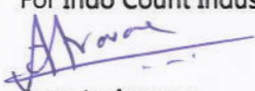
- a) Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
- b) Consolidated Report of Mr. Vikas Chomal, Proprietor of M/s. Vikas R. Chomal & Associates (Scrutinizer) dated September 3, 2021 on remote e-voting and voting through e-voting at the AGM

All the resolutions included in the notice of 32nd AGM of the Company were passed with requisite majority.

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 - Hatkanagale Five Star, MIDC Ind. Area, Kolhapur - 416216, Maharashtra, India; T: 0231 662 7900, F: 0231 662 7979

Spinning Division: D1, MIDC, Gokul Shirgaon, Kolhapur - 416216, Maharashtra, India; T: 0231 268 7400, F: 0231 267 2161

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

CIN: L72200PN1988PLC068972; **Email:** info@indocount.com, **Website:** www.indocount.com



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Indo Count Industries Limited – 32 nd Annual General Meeting – Voting Results Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of AGM	September 3, 2021
Total number of shareholders on record date (as on August 27, 2021)	45,999
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:	81
Promoter and Promoter group	13
Public	68

For Indo Count Industries Limited

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



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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

Resolution Required : (Ordinary)			<p>1 - To receive, consider and adopt: a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and</p> <p>b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the Auditors thereon.</p>					
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]	$[6]=\{[4]/[2]\} * 100$	$[7]=\{[5]/[2]\} * 100$
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	19508498	2683262	13.7543	2683262	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		2683262	13.7543	2683262	0	100.0000	0.0000
Public Non Institutions	E-Voting	61544422	3115946	5.0629	3115801	145	99.9953	0.0047
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3115946	5.0629	3115801	145	99.9953	0.0047
Total		197399670	122125958	61.8674	122125813	145	99.9999	0.0001



Indo Count Industries Limited

Resolution Required : (Ordinary)			2 - To declare Final Dividend of Rs. 1.5/- per Equity Share of face value of Rs. 2/- each for the Financial Year ended March 31, 2021.					
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	19508498	2745455	14.0731	2745455	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		2745455	14.0731	2745455	0	100.0000	0.0000
Public Non Institutions	E-Voting	61544422	3115946	5.0629	3115801	145	99.9953	0.0047
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3115946	5.0629	3115801	145	99.9953	0.0047
Total		197399670	122188151	61.8989	122188006	145	99.9999	0.0001



Indo Count Industries Limited

Resolution Required : (Ordinary)			3 - To appoint a Director in place of Mr. Mohit Anilkumar Jain (DIN: 01473966), who retires by rotation and being eligible, offers himself for the re-appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes					
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	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	116346750	97303785	83.6326	97303785	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		97303785	83.6326	97303785	0	100.0000	0.0000
Public Institutions	E-Voting	19508498	2745455	14.0731	95285	2650170	3.4706	96.5294
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2745455	14.0731	95285	2650170	3.4706	96.5294
Public Non Institutions	E-Voting	61544422	3115946	5.0629	3114891	1055	99.9661	0.0339
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3115946	5.0629	3114891	1055	99.9661	0.0339
Total		197399670	103165186	52.2621	100513961	2651225	97.4301	2.5699

There are 19022965 invalid votes



Indo Count Industries Limited

Resolution Required : (Special)			4 - Re-appointment of Mr. Kailash R. Lalpuria (DIN: 00059758) as a Whole Time Director designated as "Executive Director & CEO" of the Company for the period of 3 years with effect from May 4, 2021					
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	[7]={[5]/[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	19508498	2745455	14.0731	47767	2697688	1.7399	98.2601
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2745455	14.0731	47767	2697688	1.7399	98.2601
Public Non Institutions	E-Voting	61544422	3100946	5.0385	3099901	1045	99.9663	0.0337
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		3100946	5.0385	3099901	1045	99.9663	0.0337
Total		197399670	122173151	61.8913	119474418	2698733	97.7911	2.2089



VIKAS R CHOMAL AND ASSOCIATES

PRACTICING COMPANY SECRETARIES

Head Office: A/B-201, Manas Building, Kharkar Alley, Thane West, Thane 400601.

Branch office: C/O Dalal Desai & Kumana, Chartered Accountants, Union Co.op Insurance Bldg, 2nd Flr, 23, P M Road, Fort Mumbai 400001.

EMAIL: csvrca@gmail.com / vikas@vrca.co.in, **Phone:** 022-25410931

COMBINED SCRUTINIZER REPORT FOR THE RESULT OF THE REMOTE E-VOTING TOGETHER WITH THAT OF VOTING CONDUCTED DURING THE 32nd 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 32nd Annual General Meeting of Indo Count Industries Limited ("The Company") held on Friday, September 3, 2021 at 12:30 p.m. (IST) through video conferencing ('VC') / other audio visual means ('OAVM').

I, Vikas R Chomal, Proprietor of Vikas R Chomal and Associates, Practising Company Secretaries, was 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 e-voting process in respect of the below mentioned resolutions proposed at the 32nd Annual General Meeting ("AGM") of Indo Count Industries Limited on Friday, September 3, 2021 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 of AGM dated May 17, 2021, as confirmed by the Company was sent to the Shareholders in respect of the below mentioned resolutions included in the notice of AGM through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the MCA Circulars dated January 13, 2021 read with circulars dated April 8, 2020, April 13, 2020 and May 5, 2020 (collectively referred to as "MCA Circulars") and SEBI Circulars dated May 12, 2020 and January 15, 2021.



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 remote e-voting commenced on Tuesday, August 31, 2021 (9:00 a.m. IST) and ended on Thursday, September 2, 2021 (5:00 p.m. IST) and the NSDL e-voting platform was blocked thereafter.

The Company had also provided e-voting facility through NSDL platform to the shareholders present at the AGM and who had not casted their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Friday, August 27, 2021 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 AGM is as under:

ORDINARY BUSINESS

RESOLUTION 1: Ordinary Resolution

To receive, consider and adopt:

a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, 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, 2021, 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 voted cast
247	12,21,25,813	100%

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
3	145	0.00%

(iii) Invalid Votes

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

RESOLUTION 2: Ordinary Resolution

To declare Final Dividend of Rs. 1.5/- per Equity Share of face value of Rs. 2/- each for the Financial Year ended March 31, 2021.

(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
248	12,21,88,006	100%

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
3	145	0.00%

(iii) Invalid Votes

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



RESOLUTION 3: Ordinary Resolution

To appoint a Director in place of Mr. Mohit Anilkumar Jain (DIN: 01473966), 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 voted cast
204	10,05,13,961	97.43%

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
40	26,51,225	2.57%

(iii) Invalid Votes

Number of members whose votes were declared invalid	Number of invalid votes cast by them
7	1,90,22,965

SPECIAL BUSINESS

RESOLUTION 4: Special Resolution

Re-appointment of Mr. Kailash R. Lalpuria (DIN: 00059758) as a Whole Time Director designated as "Executive Director & CEO" of the Company for a further period of 3 years w.e.f. May 4, 2021.

(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
209	11,94,74,418	97.79%

(ii) Voted against the Resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
41	26,98,733	2.21%



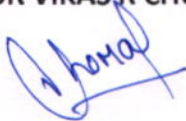
(iii) Invalid Votes

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

All the above 4 (Four) Resolutions mentioned in the Notice of AGM dated May 17, 2021 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: 03/09/2021
Place: Thane, Maharashtra

ICSI Firm Peer Review Reg No: S2013MH216500
ICSI UDIN: A024941C000892346