



Complete Comfort

March 29, 2022

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: Outcome of Postal Ballot - Disclosure of voting results of Postal Ballot through remote e-voting and Scrutinizer's Report – Regulations 30 and 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

In furtherance to our letter dated February 25, 2022 regarding notice of Postal Ballot dated February 7, 2022 issued to Members of Indo Count Industries Limited ("the Company") seeking their approval by way of Postal Ballot through voting by electronic means ("remote e-voting") for the resolutions included therein, we wish to inform you that the remote e-voting period for the Postal Ballot ended on Monday, March 28, 2022 at 5.00 P.M. (IST) and thereafter Mr. Vikas R. Chomal, Proprietor of Vikas R Chomal and Associates (ICSI Membership No: F11623, COP No. 12133), Practising Company Secretary, Scrutinizer, submitted his report on the voting results of the postal ballot to the Company.

All the resolutions included in the Notice of Postal Ballot have been passed by Members of the Company with requisite majority and are deemed to have been passed on Monday, March 28, 2022 (i.e. the last date of remote e-voting).

In compliance with Regulations 30, 44, other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby submit the following documents:

- Disclosure pursuant to Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Report of Mr. Vikas Chomal, Proprietor of M/s. Vikas R. Chomal & Associates (Scrutinizer) dated March 29, 2022 on remote e-voting of Postal Ballot.

The voting results along with the Scrutinizer's Report dated March 29, 2022 are being uploaded on the website of the Company at www.indocount.com and on the website of National Securities Depository Limited at www.evoting.nsdl.com

Thanking you,

Yours faithfully,
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



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Indo Count Industries Limited – Results of Postal Ballot – Voting Results Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of Postal Ballot	Date of Notice of Postal Ballot: February 7, 2022 Deemed date of declaration of Postal Ballot results: March 28, 2022
Cut-off Date	February 22, 2022
Total number of shareholders on record date (as on February 22, 2022)	61995
Number of shareholders present in the meeting either in person or through proxy:	*Not Applicable
Promoter and Promoter group	
Public	
Number of shareholders attended the meeting through Video Conferencing:	*Not Applicable
Promoter and Promoter group	
Public	

* Since voting on Postal Ballot through remote e-voting only

Yours faithfully,
For Indo Count Industries Limited

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



Indo Count Industries Ltd

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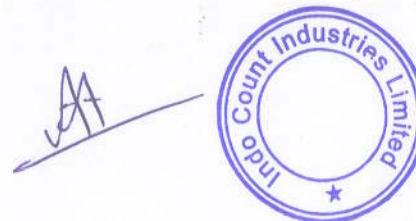
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Resolution (1)								
Resolution required: (Ordinary / Special) Whether promoter/promoter group are interested in the agenda/resolution?				Special No				
Description of resolution considered				Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings upto the revised limit of Rs. 2500 crores				
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		116326750	99.9828	116326750	0	100.0000	0.0000
	Poll	116346750	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	116346750	116326750	99.9828	116326750	0	100.0000	0.0000
Public- Institutions	E-Voting		13934617	73.6345	13570749	363868	97.3887	2.6113
	Poll	18924035	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18924035	13934617	73.6345	13570749	363868	97.3887	2.6113
Public- Non Institutions	E-Voting		7966401	12.8224	7956055	10346	99.8701	0.1299
	Poll	62128885	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	62128885	7966401	12.8224	7956055	10346	99.8701	0.1299
Total		197399670	138227768	70.0243	137853554	374214	99.7293	0.2707
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution							Add Notes	

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Authority to the Board of Directors under section 180 (1) (a) of the Companies Act, 2013 for creation of charge upto the revised limit of Rs. 2500 crores				
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		116326750	99.9828	116326750	0	100.0000	0.0000
	Poll	116346750	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	116346750	116326750	99.9828	116326750	0	100.0000	0.0000
Public-Institutions	E-Voting		13934617	73.6345	13570749	363868	97.3887	2.6113
	Poll	18924035	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18924035	13934617	73.6345	13570749	363868	97.3887	2.6113
Public- Non Institutions	E-Voting		7966388	12.8224	7957034	9354	99.8826	0.1174
	Poll	62128885	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	62128885	7966388	12.8224	7957034	9354	99.8826	0.1174
Total		197399670	138227755	70.0243	137854533	373222	99.7300	0.2700
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	0
Public Insitutions	0
Public - Non Insitutions	0



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Resolution (3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To approve remuneration of Mrs. Gayatri Devi Jain, Vice President (Head – Organizational Culture), holding office or place of profit				
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		0	0.0000	0	0	0	0
	Poll	116346750	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	116346750	0	0.0000	0	0	0.0000	0.0000
Public-Institutions	E-Voting		13934617	73.6345	11402879	2531738	81.8313	18.1687
	Poll	18924035	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	18924035	13934617	73.6345	11402879	2531738	81.8313	18.1687
Public- Non Institutions	E-Voting		7966246	12.8221	7943394	22852	99.7131	0.2869
	Poll	62128885	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total	62128885	7966246	12.8221	7943394	22852	99.7131	0.2869
Total		197399670	21900863	11.0947	19346273	2554590	88.3357	11.6643
Whether resolution is Pass or Not.						Yes		
Disclosure of notes on resolution						Add Notes		

* this fields are optional

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	62002455
Public Insitutions	0
Public - Non Insitutions	0



**VIKAS R CHOMAL AND ASSOCIATES
PRACTICING COMPANY SECRETARIES**

Head Office: A/B-201, Manas Bldg, 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 /
9867811641

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

INDO COUNT INDUSTRIES LIMITED

Office No. 1, Plot No. 266,

Village Alte, Kumbhoj Road,

Taluka Hatkanangale,

District Kolhapur 416109, Maharashtra

**SCRUTINIZER'S REPORT ON THE POSTAL BALLOT PROCESS CONDUCTED
THROUGH REMOTE E-VOTING**

Dear Sir,

I, Vikas R Chomal, Proprietor of Vikas R Chomal and Associates, Practicing Company Secretaries, appointed by the Board of Directors of Indo Count Industries Limited ("Company") at their meeting held on 7th February, 2022, to act as the Scrutinizer in terms of Section 110 of the Companies Act, 2013 ("the Act") read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (as amended), for the purpose of scrutinizing the postal ballot by voting through electronic means ('remote e-voting') in respect of the Resolutions set out in the Postal Ballot Notice dated 7th February, 2022, do hereby submit my report as follows:

1. Pursuant to the Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Rule 22 of the Companies (Management and Administration) Rules, 2014, ("Rules"), as amended from time to time read with the General Circular No.14/2020, No. 17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021 and No. 20/2021 dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021 and December 8, 2021 respectively issued by the Ministry of





Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India (ICSI) and other applicable laws and regulations, the Postal Ballot Notice along with the Explanatory Statement was sent through electronic mode/ email only on Friday, February 25, 2022, to all its Members whose names appeared in the Register of Members / List of Beneficial Owners maintained by the Company/Link Intime India Private Limited, Registrar and Transfer Agent ("RTA")/ Depositories, on Tuesday, February 22, 2022 ("Cut-off Date) and who have registered their e-mail addresses with the Company / Registrar and Transfer Agent/Depositories.

2. Members were required to communicate the assent or dissent only through the remote e-voting system in terms of aforesaid MCA circulars.
3. The remote e-voting facility was provided through the platform of National Securities Depository Limited ("NSDL").
4. Remote e-voting for postal ballot commenced at 9.00 a.m. (IST) on Sunday, 27th February, 2022 and ended at 5.00 p.m. (IST) on Monday, 28th March, 2022.
5. Members whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date i.e. Tuesday, 22nd February, 2022 were entitled to cast their votes by remote e-voting.
6. Remote e-voting was blocked after 5.00 p.m. (IST) on 28th March, 2022 by National Securities Depository Limited ('NSDL').
7. The votes cast through remote e-voting were unblocked and downloaded by me on Monday, March 28, 2022 at 5.10 p.m. from the e-voting website of NSDL (<https://www.evoting.nsdl.com>) in the presence of 2 (two) witnesses, Ms. Seemran Gupta and Ms. Jenisha Shah, neither of whom are in the employment of the Company.

We, the undersigned, have witnessed that the votes casted through remote e-voting were unblocked from NSDL's e-voting website <https://www.evoting.nsdl.com> in our presence on 28th March, 2022 at 5.10 P.M.



Sr. No.	Name & Address of witness	Signature
1.	Ms. Seemran Gupta A/B-201, Manas Bldg, Kharkar Alley, Thane West - 400601	
2.	Ms. Jenisha Shah A/B-201, Manas Bldg, Kharkar Alley, Thane West - 400601	

8. Based on the scrutiny of the votes cast, the results of remote e-voting are reported as under:

RESOLUTION NO 1 - Special Resolution

Authority to the Board of Directors under section 180 (1) (c) of the Companies Act, 2013 for borrowings upto the revised limit of Rs. 2500 crores

Total valid votes casted

Particulars	Number of Members voted	Number of Shares
Total votes casted	466	13,82,27,768
Less: Invalid votes	0	0
Total valid votes	466	13,82,27,768

	E-voting		Postal Ballot		Total Votes		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who Voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	434	13,78,53,554	0	0	434	13,78,53,554	99.73%
Voted against the resolution	32	3,74,214	0	0	32	3,74,214	0.27%
Total votes	466	13,82,27,768	0	0	466	13,82,27,768	100.00%



In compliance with the requirements of the MCA Circulars, physical copy of the Postal Ballot Forms has not been sent to the members for this Postal Ballot and therefore votes are casted only through electronic mode and included in E-voting.

RESOLUTION NO 2 – Special Resolution

Authority to the Board of Directors under section 180 (1) (a) of the Companies Act, 2013 for creation of charge upto the revised limit of Rs. 2500 crores

Total valid votes casted

Particulars	Number of Members voted	Number of Shares
Total votes casted	466	13,82,27,755
Less: Invalid votes	0	0
Total valid votes	466	13,82,27,755

	E-voting		Postal Ballot		Total Votes		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who Voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	433	13,78,54,533	0	0	433	13,78,54,533	99.73%
Voted against the resolution	33	3,73,222	0	0	33	3,73,222	0.27%
Total votes	466	13,82,27,755	0	0	466	13,82,27,755	100.00%

In compliance with the requirements of the MCA Circulars, physical copy of the Postal Ballot Forms has not been sent to the members for this Postal Ballot and therefore votes are casted only through electronic mode and included in E-voting.



RESOLUTION NO 3 - Ordinary Resolution

To approve remuneration of Mrs. Gayatri Devi Jain, Vice President (Head - Organizational Culture), holding office or place of profit:

Total valid votes casted

Particulars	Number of Members voted	Number of Shares
Total votes casted	454	8,39,03,318
Less: Invalid votes	1	6,20,02,455
Total valid votes	453	2,19,00,863

	E-voting		Postal Ballot		Total Votes		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who Voted	Number of Shares for which votes cast	Total number of Members who voted	Total number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	356	1,93,46,273	0	0	356	1,93,46,273	88.34%
Voted against the resolution	97	25,54,590	0	0	97	25,54,590	11.66%
Total votes	453	2,19,00,863	0	0	453	2,19,00,863	100.00%

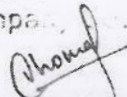
Note:

- The resolution being Related Party transaction, only Public shareholder's votes are considered.
- In compliance with the requirements of the MCA Circulars, physical copy of the Postal Ballot Forms has not been sent to the members for this Postal Ballot and therefore votes are casted only through electronic mode and included in E-voting.

I confirm that all the aforesaid resolutions were passed by requisite majority.

I hereby confirm that I am maintaining the registers electronically as received from the service provider in accordance with the provisions of Companies Act, 2013 read with rules made thereunder.

For Vikas R. Chomal & Associates
Company Secretaries


Vikas R. Chomal
Proprietor

ICSI Firm Peer Review Reg No: S2013MH216500
ICSI UDIN: F011623C003255481

Place : Thane

Date : 29th March, 2022

Membership No : F11623

COP No : 12132

Counter signed
For Indo Count Industries Limited


Company Secretary