



Complete Comfort

September 29, 2022

BSE Limited

Department of Corporate Services
Floor 25, Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited

Listing Department
Exchange Plaza, Bandra Kurla Complex,
Bandra (East)
Mumbai – 400 051

Scrip Code: **521016**

Company Symbol: **ICIL**

Sub: Summary of proceedings of 33rd Annual General Meeting held on September 29, 2022

Dear Sir/Madam,

The 33rd Annual General Meeting (AGM) of the members of Indo Count Industries Limited ("The Company") was held today i.e. Thursday, September 29, 2022 at 12.00 Noon (IST) through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM") through the platform of NSDL in compliance with the circulars issued by the Ministry of Corporate Affairs.

Pursuant to Regulation 30(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015 ("Listing Regulations") read with Para A of Part A of Schedule III of the Listing Regulations, please find enclosed herewith Summary of proceedings of 33rd Annual General Meeting of the Company held on Thursday, September 29, 2022.

This is for your information and record.

Thanking You,

Yours truly,

For **Indo Count Industries Limited**

Amruta Avasare

Company Secretary & Compliance Officer

Membership No.: ACS 18844

Encl.: A/a

Indo Count Industries Ltd



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SUMMARY OF PROCEEDINGS OF THE 33RD ANNUAL GENERAL MEETING OF INDO COUNT INDUSTRIES LIMITED

The 33rd Annual General Meeting (AGM) of the members of Indo Count Industries Limited ("The Company") was held on Thursday, September 29, 2022 at 12.00 Noon (IST) through VC/ OAVM platform provided by National Securities Depository Limited ("NSDL"). Mrs. Amruta Avasare, Company Secretary introduced herself and welcomed Chairman, all Directors and shareholders present for the AGM. The Company Secretary informed that the AGM was held through Video Conferencing in accordance with the circulars issued by Ministry of Corporate Affairs (MCA). Thereafter, she requested all Directors to introduce themselves.

Mr. Anil Kumar Jain, Executive Chairman, Mr. Mohit Jain, Executive Vice-Chairman, Mr. Kailash Lalpuria, Executive Director & CEO, Mr. Dilip J. Thakkar, Independent Director and Chairman of Audit Committee, Dr. (Mrs.) Vajjayanti Pandit, Independent Director and Chairperson of Stakeholders' Relationship Committee and Corporate Social Responsibility Committee, Mr. Sushil Kumar Jiwarajka & Mr. Siddharth Mehta, Independent Directors attended the AGM. Further, Mr. K Muralidharan, Chief Financial Officer also attended the AGM. She further informed that Mr. Prem Malik, Independent Director & Chairman of Nomination and Remuneration Committee was not able to attend the AGM due to health issues. Further, due to unavoidable circumstances, Dr. Sanjay Kumar Panda and Mr. Kamal Mitra were not able to attend the AGM.

Partner of M/s. Suresh Kumar Mittal & Co., Chartered Accountants (Statutory Auditors), M/s. Kothari H. & Associates, Practising Company Secretaries (Secretarial Auditors) and Mr. Vikas R. Chomal, Proprietor of M/s. Vikas R. Chomal & Associates, Practicing Company Secretaries (Membership No.: F11623; CP No: 12133) were also present for the AGM through Video Conferencing.

Total 80 shareholders attended the AGM.

The Company Secretary requested Mr. Anil Kumar Jain, Executive Chairman to take the chair and start with the proceedings of the AGM.

Mr. Anil Kumar Jain, Executive Chairman, chaired the meeting and welcomed all the Shareholders to the 33rd Annual General Meeting.

The requisite quorum being present, the Chairman called the meeting to order. The Notice of the Annual General Meeting dated May 29, 2022 was taken as read. The members were informed that there were no qualifications, reservations, adverse remarks and disclaimer in the Auditors' Report and Secretarial Audit Report for the year ended March 31, 2022, hence, Independent Auditor's Reports and Secretarial Audit report were taken as read at the Meeting.

The Chairman then delivered his speech to the Shareholders and briefed the highlights of performance of the Company during the Financial Year 2021-22.

Mr. Mohit Jain, Executive Vice Chairman and Mr. Kailash Lalpuria, Executive Director & CEO made a brief presentation to the shareholders on Company's operations, achievements, performance highlights, financial ratios, corporate social responsibility (CSR) and ESG etc.

Indo Count Industries Ltd

The Company Secretary briefed shareholders *inter alia*, about certain procedural and technical aspects of the AGM. She informed that:

- a) The Company had provided to the Shareholders, the facility to cast their vote electronically through remote e-voting facility provided by NSDL from Monday, September 26, 2022 at 9.00 a.m. (IST) to Wednesday, September 28, 2022 till 5.00 p.m. (IST), on all resolutions set forth in the Notice of the AGM.
- b) Shareholders who were present at the AGM and had not casted their vote electronically were provided an opportunity to cast their votes though e-voting during the Meeting.
- c) The Company had given facility to members to send their questions/queries in advance on the email id as given in notice.
- d) Mr. Vikas R. Chomal, Company Secretary in Practice, was appointed as Scrutinizer for the purpose of scrutinizing the e-voting process in a fair and transparent manner.
- e) The result of combined e-voting along with scrutinizers' report would be uploaded on the website of the Company i.e. www.indocount.com as well as website of NSDL and Stock Exchanges i.e. BSE Limited and National Stock Exchange India Limited (NSE) within 2 working days from the conclusion of the AGM.

The following items of the business/ the resolutions as per the notice of AGM dated May 29, 2022 were read at the meeting:

1. Ordinary Resolution:

To receive, consider and adopt:

- a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2022, 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, 2022, together with the Report of the Auditors thereon.

2. Ordinary Resolution:

To declare Final Dividend of Rs.2/- per Equity Share of face value of Rs.2/- each for the Financial Year ended March 31, 2022.

3. Ordinary Resolution:

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

4. Ordinary Resolution:

To appoint M/s. Price Waterhouse Chartered Accountants LLP (Firm Reg. No. 012754N/ N500016), as Statutory Auditors of the Company for a first term of five consecutive years from the conclusion of 33rd AGM till the conclusion of 38th AGM in place of M/s. Suresh Kumar Mittal & Co., retiring auditors and fixation of remuneration.

5. Special Resolution:

Re-appointment of Mr. Anil Kumar Jain (DIN: 00086106) as a Whole Time Director designated as "Executive Chairman" of the Company for a further period of 3 years w.e.f. October 1, 2022.

6. Special Resolution:

Re-appointment of Mr. Mohit Jain (DIN: 01473966) as a Whole Time Director designated as "Executive Vice Chairman" of the Company for a further period of 3 years w.e.f. July 1, 2022.

7. Special Resolution:

Re-appointment of Mr. Kamal Mitra (DIN: 01839261) as a Whole-Time Director Designated as "Director (Works)" for a further period of 3 years w.e.f. October 1, 2022.

The Company Secretary thereafter invited registered speaker shareholders to ask their questions. All the questions asked by the shareholders were duly answered.

The Chairman informed that the e-voting facility will be kept open for the next 15 (fifteen) minutes to enable the members to cast their vote and authorized Company Secretary and Scrutinizer to complete necessary formalities in that regard. The AGM ended at 1:31 p.m. (IST) including 15 minutes provided for e-voting.

There being no other business to be transacted, the Chairman thanked the Shareholders who joined this AGM and closed the proceedings of the meeting.

For **Indo Count Industries Limited**

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