



Ref No.: ICIL/53/2024-25

1<sup>st</sup> August, 2024

**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: Disclosure of Voting Results 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 35<sup>th</sup> Annual General Meeting (AGM) of the members of Indo Count Industries Limited ('the Company'), which was held today i.e. 1<sup>st</sup> August, 2024 at 12:00 Noon (IST) through Video Conferencing (VC) / Other Audio Visual Means (OAVM):

- a) Disclosure of Voting Results 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, Practicing Company Secretaries (Membership No.: F11623; CP No: 12133) (Scrutinizer) dated 1<sup>st</sup> August, 2024 on remote e-voting and e-voting at the AGM.

All the resolutions included in the notice of 35<sup>th</sup> AGM of the Company were passed with the requisite majority.

This is for your information and record.

Thanking you,

Yours faithfully,  
For **Indo Count Industries Limited**

**Satnam Saini**  
**Company Secretary & GM - Legal**

Encl.: A/a

**Indo Count Industries Ltd**



Complete Comfort

Indo Count Industries Limited – 35 <sup>th</sup> Annual General Meeting – Voting Results	
Disclosure as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	
Date of AGM	1 <sup>st</sup> August, 2024
Total number of shareholders on record date (as on 25 <sup>th</sup> July, 2024)	78,861
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:	
Promoter and Promoter group	12
Public	44

## Indo Count Industries Ltd

Corporate Office : 301, Arcadia, Behind NCPA, Nariman Point, Mumbai – 400021, Maharashtra, India. T: 91 22 4341 9500  
Regd. Office: Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanagale, Dist. Kolhapur - 416109, Maharashtra, India; T: 0230-246 3100  
CIN: L72200PN1988PLC068972; Email: info@indocount.com, Website: www.indocount.com

## Resolution (1)

**Resolution required: (Ordinary / Special)**

Ordinary

**Whether promoter/promoter group are interested in the agenda/resolution?**

No

**Description of resolution considered**

To receive, consider and adopt the (a) Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Reports of the Board of Directors and the Auditors thereon and the (b) Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2024, together with the Report of the Auditors thereon.

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	
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>		116326767	99.9828	116326767	0	100.0000	0.0000	
	<b>Poll</b>	116346767	0	0.0000	0	0	0	0	
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0	
	<b>Total</b>		116346767	116326767	99.9828	116326767	0	100.0000	0.0000
<b>Public- Institutions</b>	<b>E-Voting</b>		10485229	38.5296	10206094	279135	97.3378	2.6622	
	<b>Poll</b>	27213413	0	0.0000	0	0	0	0	
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0	
	<b>Total</b>		27213413	10485229	38.5296	10206094	279135	97.3378	2.6622
<b>Public- Non Institutions</b>	<b>E-Voting</b>		97820	0.1795	96768	1052	98.9246	1.0754	
	<b>Poll</b>	54494160	0	0.0000	0	0	0	0	
	<b>Postal Ballot (if applicable)</b>		0	0.0000	0	0	0	0	
	<b>Total</b>		54494160	97820	0.1795	96768	1052	98.9246	1.0754
<b>Total</b>			198054340	126909816	64.0783	126629629	280187	99.7792	0.2208
<b>Whether resolution is Pass or Not.</b>							Yes		
Disclosure of notes on resolution							Add Notes		

## Resolution (2)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To declare Final Dividend of Rs. 2.20/- per Equity Share of face value of Rs.2/- each for the Financial Year ended 31st March, 2024.						
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		116326767	99.9828	116326767	0	100.0000	0.0000
	Poll	116346767	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	116346767	116326767	99.9828	116326767	0	100.0000	0.0000
Public-Institutions	E-Voting		10586952	38.9034	10586952	0	100.0000	0.0000
	Poll	27213413	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	27213413	10586952	38.9034	10586952	0	100.0000	0.0000
Public- Non Institutions	E-Voting		97813	0.1795	97429	384	99.6074	0.3926
	Poll	54494160	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	54494160	97813	0.1795	97429	384	99.6074	0.3926
<b>Total</b>		198054340	127011532	64.1296	127011148	384	99.9997	0.0003
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#">Add Notes</a>	

### Resolution (3)

Resolution required: (Ordinary / Special)		Ordinary						
Whether promoter/promoter group are interested in the agenda/resolution?		No						
Description of resolution considered		To appoint a Director in place of Mr. Mohit Jain (DIN:01473966), who retires by rotation and being eligible, offers himself for the re-appointment.						
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		116326767	99.9828	116326767	0	100.0000	0.0000
	Poll	116346767	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	116346767	116326767	99.9828	116326767	0	100.0000	0.0000
Public-Institutions	E-Voting		10586952	38.9034	5901529	4685423	55.7434	44.2566
	Poll	27213413	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	27213413	10586952	38.9034	5901529	4685423	55.7434	44.2566
Public- Non Institutions	E-Voting		97547	0.1790	95354	2193	97.7519	2.2481
	Poll	54494160	0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	<b>Total</b>	54494160	97547	0.1790	95354	2193	97.7519	2.2481
<b>Total</b>		198054340	127011266	64.1295	122323650	4687616	96.3093	3.6907
<b>Whether resolution is Pass or Not.</b>							Yes	
Disclosure of notes on resolution							<a href="#" style="background-color: #800000; color: white; padding: 2px 5px;">Add Notes</a>	

### Resolution (4)

Resolution required: (Ordinary / Special)		Special							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		Re-appointment of Mr. Kailash R. Lalpuria (DIN: 00059758) as a Whole Time Director designated as "Executive Director & CEO" of the Company for a period of three (3) years w.e.f. 4th May, 2024 to 3rd May, 2027.							
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		116326767	99.9828	116326767	0	100.0000	0.0000	
	Poll	116346767	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		116346767	116326767	99.9828	116326767	0	100.0000	0.0000
Public-Institutions	E-Voting		10586952	38.9034	10308922	278030	97.3738	2.6262	
	Poll	27213413	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		27213413	10586952	38.9034	10308922	278030	97.3738	2.6262
Public- Non Institutions	E-Voting		97547	0.1790	96404	1143	98.8283	1.1717	
	Poll	54494160	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		54494160	97547	0.1790	96404	1143	98.8283	1.1717
<b>Total</b>			198054340	127011266	64.1295	126732093	279173	99.7802	0.2198
<b>Whether resolution is Pass or Not.</b>							Yes		
Disclosure of notes on resolution							<a href="#" style="background-color: #e91e63; color: white; padding: 2px 5px; text-decoration: none;">Add Notes</a>		

## Resolution (5)

Resolution required: (Ordinary / Special)		Special							
Whether promoter/promoter group are interested in the agenda/resolution?		No							
Description of resolution considered		Appointment of Mrs. Ambika Sharma (DIN: 08201798) as an Independent Director of the Company for a period of two (2) years, effective from 27th May, 2024 upto 26th May, 2026.							
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		116326767	99.9828	116326767	0	100.0000	0.0000	
	Poll	116346767	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		116346767	116326767	99.9828	116326767	0	100.0000	0.0000
Public-Institutions	E-Voting		10586952	38.9034	10359585	227367	97.8524	2.1476	
	Poll	27213413	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		27213413	10586952	38.9034	10359585	227367	97.8524	2.1476
Public- Non Institutions	E-Voting		97813	0.1795	95662	2151	97.8009	2.1991	
	Poll	54494160	0	0.0000	0	0	0	0	
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0	
	<b>Total</b>		54494160	97813	0.1795	95662	2151	97.8009	2.1991
<b>Total</b>			198054340	127011532	64.1296	126782014	229518	99.8193	0.1807
<b>Whether resolution is Pass or Not.</b>							Yes		
Disclosure of notes on resolution							<a href="#" style="background-color: #c00000; color: white; padding: 2px 5px; text-decoration: none;">Add Notes</a>		

**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,  
2<sup>nd</sup> Floor, 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  
35<sup>th</sup> 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 35<sup>th</sup> Annual General Meeting of Indo Count Industries Limited held on Thursday, 1<sup>st</sup> August, 2024 at 12:00 Noon (IST) through video conferencing ('VC') / other audio visual means ('OAVM').**

I, Vikas R. Chomal, Proprietor of M/s. 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, (including any statutory modification(s) / amendment(s) / re-enactment(s) thereof, for the time being in force) to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 35<sup>th</sup> Annual General Meeting ("AGM") of Indo Count Industries Limited on Thursday, 1<sup>st</sup> August, 2024 at 12:00 Noon (IST) through VC.

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

The notice of AGM dated 5<sup>th</sup> July, 2024, 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 and SEBI Circular No. SEBI/HO/DDHS/DDHS-RACPOD1/P/CIR/2023/001 dated 5<sup>th</sup> January, 2023.

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 Monday, 29<sup>th</sup> July, 2024 at 9:00 a.m. (IST) and ended on Wednesday, 31<sup>st</sup> July, 2024 at 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 casted their vote earlier.

The shareholders of the Company holding shares as on the "cut-off" date of Thursday, 25<sup>th</sup> July, 2024 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:

#### **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, 2024, 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, 2024, together with the Report of the Auditors thereon.

##### **(i) Voted in favour of the resolution:**

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid voted cast</b>
232	12,66,29,629	99.7792%

##### **(ii) Voted against the Resolution:**

<b>Number of members voted</b>	<b>Number of valid votes cast by them</b>	<b>% of total number of valid voted cast</b>
10	2,80,187	0.2208%

##### **(iii) Invalid Votes**

<b>Number of members whose votes were declared invalid</b>	<b>Number of invalid votes cast by them</b>
Nil	Nil



**RESOLUTION 2: ORDINARY BUSINESS (Ordinary Resolution)**

To declare Final Dividend of Rs. 2.20/- per Equity Share of face value of Rs.2/- each for the Financial Year ended March 31, 2024.

**(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
237	12,70,11,148	99.9997%

**(ii) Voted against the Resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
5	384	0.0003%

**(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. Mohit 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
166	12,23,23,650	96.3093%

**(ii) Voted against the Resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
79	46,87,616	3.6907%

**(iii) Invalid Votes**

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



**RESOLUTION 4: SPECIAL BUSINESS (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 period of three (3) years w.e.f. 4<sup>th</sup> May, 2024 to 3<sup>rd</sup> May, 2027.

**(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
225	12,67,32,093	99.7802%

**(ii) Voted against the Resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
20	2,79,173	0.2198%

**(iii) Invalid Votes**

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

**RESOLUTION 5: SPECIAL BUSINESS (Special Resolution)**

Appointment of Mrs. Ambika Sharma (DIN: 08201798) as an Independent Director of the Company for a period of two (2) years, effective from 27<sup>th</sup> May, 2024 upto 26<sup>th</sup> May, 2026.

**(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
227	12,67,82,014	99.8193%

**(ii) Voted against the Resolution:**

Number of members voted	Number of valid votes cast by them	% of total number of valid voted cast
16	2,29,518	0.1807%

**(iii) Invalid Votes**

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

All the above 5 (Five) Resolutions mentioned in the Notice of AGM dated 5<sup>th</sup> July, 2024 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**  
**FCS NO.: 11623**  
**COP: 12133**



**Date:** 1<sup>st</sup> August, 2024  
**Place:** Mumbai, Maharashtra

**ICSI Firm Peer Review Reg No:** S2013MH216500  
**ICSI UDIN:** F011623F000872351

Counter signed by



Satnam Saini  
Company Secretary & GM - Legal

