



Complete Comfort

May 20, 2021

|                                                                                                                                                                                                     |                                                                                                                                                                                         |
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| <b>National Stock Exchange of India Ltd.</b><br>Listing Department<br>Exchange Plaza,<br>Bandra Kurla Complex, Bandra (East),<br><b><u>Mumbai – 400 051</u></b><br><br><b>Company Symbol : ICIL</b> | <b>BSE Limited</b><br>Department of Corporate Services<br>Floor 25, Phiroze Jeejeebhoy Towers,<br>Dalal Street,<br><b><u>Mumbai – 400 001</u></b><br><br><b>Scrip Code No. : 521016</b> |
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Dear Sir/Madam,

**Sub.: Annual Secretarial Compliance Report for the year ended March 31, 2021**

With reference to the captioned subject and pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, please find enclosed Annual Secretarial Compliance Report of Indo Count Industries Limited issued by M/s. Kothari H. & Associates, Practicing Company Secretaries, for the year ended March 31, 2021.

You are requested to kindly take note of the same.

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:** 91 22 4341 9500, **F:** 91 22 2282 3098  
**Marketing Office:** Dosti Imperia, 2nd floor, Manpada, Ghodbunder Road, Thane (w) - 400 607, Maharashtra, India; **T:** 91 22 4151 1800, **F:** 91 22 2172 0121  
**Home Textile Division:** T3, Kagal - Hatkanagale Five Star, MIDC Ind. Area, Kolhapur-416216, Maharashtra, India; **T:** 91 231 662 7900, **F:** 91 231 662 7979  
**Spinning Division:** D1, MIDC, Gokul Shirgaon, Kolhapur-416216, Maharashtra, India; **T:** 91 231 268 7400, **F:** 91 231 267 2161  
**Regd. Office:** Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanagale, Dist. Kolhapur - 416 109, Maharashtra, India; **T:** 91 230 2463100/ 2461929  
**CIN:** L72200PN1988PLC068972; **Email:** info@indocount.com, **Website:** www.indocount.com

**SECRETARIAL COMPLIANCE REPORT**  
**OF INDO COUNT INDUSTRIES LIMITED FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2021**  
**[Pursuant to SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019]**

To,  
The Board of Directors  
**INDO COUNT INDUSTRIES LIMITED**

We Kothari H. & Associates, Practising Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by Indo Count Industries Limited ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2021 (" Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(Not Applicable for the Review Period)*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not Applicable for the Review Period)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *(Not Applicable for the Review Period)*
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *(Not Applicable for the Review Period)*



- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *(Not Applicable for the Review Period)*
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) Any other regulations as applicable and circulars/ guidelines issued thereunder;

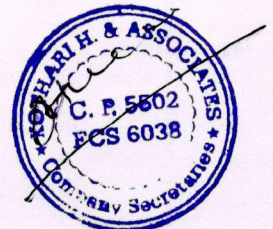
and based on the above examination, We hereby report that, during the Review Period:

- (a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

| Sr. No. | Compliance Requirement<br>(Regulations/ circulars /<br>guidelines including specific<br>clause) | Deviations | Observations/<br>Remarks of the<br>Practicing Company<br>Secretary |
|---------|-------------------------------------------------------------------------------------------------|------------|--------------------------------------------------------------------|
| NIL     |                                                                                                 |            |                                                                    |

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued there under in so far as it appears from my/our examination of those records.
- (c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and Circulars/ guidelines issued thereunder:

| Sr. No. | Action taken by | Details of violation | Details of action taken<br>E.g. fines,<br>warning<br>letter,<br>debarment,<br>etc. | Observations/<br>Remarks of the<br>Practicing<br>Company<br>Secretary, if any |
|---------|-----------------|----------------------|------------------------------------------------------------------------------------|-------------------------------------------------------------------------------|
| NIL     |                 |                      |                                                                                    |                                                                               |



(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

(e)

| Sr. No.        | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended. (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|----------------|--------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------|--------------------------------------------|----------------------------------------------------------------------------------------|
| Not Applicable |                                                                          |                                                                                                            |                                            |                                                                                        |

For KOTHARI H. & ASSOCIATES  
Company Secretaries



Hitesh Kothari  
Membership No. 6038  
Certificate of Practice No. 5502

Place: Mumbai  
Date: 17/05/2021

UDIN: F006038C000335081

\*We have conducted online verification & examination of records as facilitated by the company due to covid 19 and subsequent lockdown situation for the purpose of issuing this Report.