

May 24, 2019

**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: 521016**

Dear Sir/Madam,

**Sub.: Annual Secretarial Compliance Report for the year ended 31<sup>st</sup> March, 2019**

With reference to the captioned subject and pursuant to SEBI Circular bearing reference '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 31<sup>st</sup> March, 2019.

We request you to kindly take the above on record.

Thanking you,

Yours faithfully,

For **Indo Count Industries Limited**



**Amruta Avasare**

**Company Secretary and Compliance Officer**

**Membership No.: ACS 18844**



Encl.: A/a

**INDO COUNT INDUSTRIES LIMITED**

**Head Office :** 301, Arcadia, III Floor, Nariman Point, Mumbai - 400021 Maharashtra, India | T 91 22 4341 9500 | F 91 22 2282 3098

**Marketing Office :** 25, Yashwantrao Chavan Industrial Complex, Gokul Nagar, Thane (W) - 400601 Maharashtra, India | T 91 22 4151 1800 | F 91 22 2172 0121

**Home Textile Division :** T3, Kagal - Hatkanangale 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 - 416234 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 Hatkanangale, Dist. Kolhapur - 416109 Maharashtra, India | T 91 230 2463100 / 2461929

CIN L72200PN1988PLC068972 | E info@indocount.com | W www.indocount.com

**Secretarial Compliance Report of  
Indo Count Industries Limited  
for the year ended 31<sup>st</sup> March, 2019**

[Pursuant to SEBI Circular CIR/CFD/CMD1/27/20195 dated February 08, 2019]

We Kothari H. & Associates 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, ([www.indocount.com](http://www.indocount.com))
- (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, 2019 ("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;

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 (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
NIL			

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my/our examination of those records.

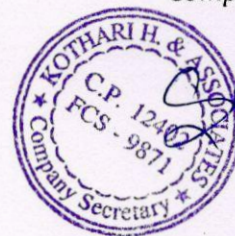
(c) The following are the details of actions taken against the listed entity / its promoters/ directors / material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and Circulars/ guidelines issued thereunder:

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

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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
This being the first reporting since the notification of the requirement to submit this report, reporting on the action to comply with the observations made in previous report does not arise				

For **Kothari H. & Associates**  
Company Secretaries



*Sonam Jain*  
**Sonam Jain**  
(Partner)  
FCS No.: 9871  
C P No.:12402

Place: Mumbai

Date: 22<sup>nd</sup> May, 2019