



Complete Comfort

August 21, 2023

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 34th Annual General Meeting held on August 21, 2023

Dear Sir/Madam,

The 34th Annual General Meeting (AGM) of the members of Indo Count Industries Limited (“the Company”) was held today i.e. Monday, August 21, 2023 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 34th Annual General Meeting of the Company held on Monday, August 21, 2023.

This is for your information and record.

Thanking You,

Yours truly,

For **Indo Count Industries Limited**

Satnam Saini
Company Secretary & GM - Legal

Encl.: A/a

Indo Count Industries Ltd



SUMMARY OF PROCEEDINGS OF THE 34TH ANNUAL GENERAL MEETING OF INDO COUNT INDUSTRIES LIMITED

The 34th Annual General Meeting (AGM) of the members of Indo Count Industries Limited (“the Company”) was held on Monday, August 21, 2023 at 12:00 Noon (IST) through VC/ OAVM platform provided by National Securities Depository Limited (“NSDL”). Mr. Satnam Saini, Company Secretary introduced himself and welcomed Chairman, all Directors and shareholders were 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, he 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. Kamal Mitra, Director (Works), 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. Prem Malik, Independent Director and Chairman of Nomination and Remuneration Committee, Dr. Sanjay Kumar Panda, Mr. Siddharth Mehta, Mr. L. Viswanathan & Mr. Akash Kagliwal, Independent Directors attended the AGM. Further, Mr. K Muralidharan, Chief Financial Officer also attended the AGM.

Partner of M/s. Price Waterhouse Chartered Accountants LLP, Chartered Accountants (Statutory Auditors), Ms. Kala Agarwal, Practising Company Secretaries (Secretarial Auditors) and Mr. Vikas R. Chomal, Proprietor of M/s. Vikas R. Chomal & Associates, Practising Company Secretaries (Membership No.: F11623; CP No: 12133) were also present for the AGM through Video Conferencing.

Total 72 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 34th Annual General Meeting.

The requisite quorum being present, the Chairman called the meeting to order. The Notice of the Annual General Meeting dated May 30, 2023 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, 2023, 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 2022-23.

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.

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

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- a) The Company had provided to the Shareholders, the facility to cast their vote electronically through remote e-voting facility provided by NSDL from Friday, August 18, 2023 at 9:00 a.m. (IST) to Sunday, August 20, 2023 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, Proprietor of M/s. Vikas R. Chomal & Associates, Practicing Company Secretaries, 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 30, 2023 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, 2023, 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, 2023, 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, 2023.

3. Ordinary Resolution:

To appoint a Director in place of Mr. Kailash R. Lalpuria (DIN: 00059758), who retires by rotation and being eligible, offers himself for the re-appointment.

4. Special Resolution:

Appointment of Mr. Akash Kagliwal (DIN: 01691724) as an Independent Director of the Company.

5. Special Resolution:

Appointment of Mr. L. Viswanathan (DIN: 00193056) as an Independent Director of the Company.

6. Special Resolution:

Re-appointment of Dr. Sanjay Kumar Panda (DIN: 02586135) as an Independent Director of the Company.

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7. Special Resolution:

Re-appointment of Mr. Siddharth Mehta (DIN: 03072352) as an Independent Director of the Company.

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 1:06 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**

Satnam Saini
Company Secretary & GM - Legal

Indo Count Industries Ltd

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