
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **January 11, 2021**



INDIA GLOBALIZATION CAPITAL, INC.

(Exact name of registrant as specified in charter)

Maryland

(State or other jurisdiction of incorporation)

001-32830

(Commission File Number)

20-2760393

(I.R.S. Employer Identification No.)

4336 Montgomery Ave., Bethesda, Maryland 20814

(Address of principal executive offices) (Zip Code)

(301) 983-0998

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.0001 par value	IGC	NYSE American

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1934 (§240.12b-2 of this chapter)

Emerging growth company .

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 11, 2021, John E. Lynch was elected to India Globalization Capital's (the "Company") Board of Directors at the convened session of the Annual Meeting, to serve as a Class A director, until the 2023 Annual Meeting of stockholders, and until his respective successor shall be duly elected and qualified, or until his earlier death, resignation or removal from office.

Item 5.07. Submission of Matters to a Vote of Security Holders.

The disclosure in Items 5.02 above are hereby incorporated by reference into this Item 5.07.

On January 11, 2021, at the Annual Meeting, the Company's shareholders (i) elected John E. Lynch to the Company's Board of Directors; (ii) ratified the appointment of Manohar Chowdhry & Associates as the Company's independent registered public accounting firm for the 2021 fiscal year; (iii) approved the grant of 2,500,000 shares of common stock to be granted from time to time to the Company's current and new employees, advisors, directors, and consultants by the board of directors, pursuant to certain metrics including performance, vesting, and incentive as set by the board of directors and or the CEO; (iv) approved the compensation of the Company's named executive officers; (v) approved the frequency of say-on-pay at future annual meetings of stockholders to every three years; and (vi) approved to adjourn or postpone the Annual Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies.

The total number of shares of the Company's common stock voted in person or by proxy at the 2020 Annual Meeting was 25,577,635 shares, representing approximately 59.78% of the 42,784,365 shares outstanding and entitled to vote at the Annual Meeting. We received a total of 19,247,725 Broker Non-votes. The director nominee was elected and each other matter submitted to a vote of the Company's shareholders at the Annual Meeting was approved by the requisite vote. The final voting results for each proposal that passed are set forth below.

1. Election of Directors.

	Nominee	For	Withhold
John E. Lynch		5,557,933	771,977

2. Proposal to ratify the appointment of Manohar Chowdhry & Associates as the Company's independent registered public accounting firm for the 2021 fiscal year.

	For	Against	Abstain
	24,931,722	452,970	192,943

3. Approval of the grant of 2,500,000 shares of common stock to be granted from time to time to the Company's current and new employees, advisors, directors, and consultants by the board of directors, pursuant to certain metrics including performance, vesting, and incentive as set by the board of directors and or the CEO.

	For	Against	Abstain
	5,778,937	478,273	72,700

4. Approval of a non-binding advisory resolution to approve the compensation of the Company's named executive officers.

	For	Against	Abstain
	5,927,776	352,063	50,071

5. Approval to, by a non-binding advisory vote, setting the frequency of say-on-pay votes (cast an advisory vote on the Company's executive compensation program) at future annual meetings of stockholders to every three years;

	1 YEAR	2 YEARS	3 YEARS
	1,256,511	280,429	4,691,818

6. The proposal to adjourn the meeting to a later date was not necessary or appropriate because there were sufficient votes to approve the other two proposals.

Pursuant to the results of the non-binding advisory vote to approve the frequency of stockholder votes on executive compensation, the Board of Directors of the Company has determined that the Company shall hold a stockholder vote on executive compensation every three years.

Item 8.01. Other Events.

On January 11, 2021, India Globalization Capital held its 2020 Annual Meeting of Stockholders (the “Annual Meeting”), as previously scheduled. All the Proposals passed.

A copy of the press release announcing the results of the Annual Meeting voting is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

- (d) *Exhibits.*

Exhibit No. Description

99.1 [Press Release dated January 13, 2021.](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

INDIA GLOBALIZATION CAPITAL, INC.

Dated: January 13, 2021

By: /s/ Ram Mukunda

Name: Ram Mukunda

Title: Chief Executive Officer and President

IGC Announces Results of its 2020 Annual Stockholders Meeting

POTOMAC, MD. (BusinessWire) January 13, 2021 / India Globalization Capital, Inc. (NYSE AMERICAN: IGC) announces that during its Annual Meeting of Shareholders scheduled for, and convened on January 11, 2021, voting on all matters as disclosed on the Definitive Proxy on Form 14A filed with the SEC on December 8, 2020 were passed. Only stockholders of record on the record date of November 20, 2020, were entitled to and were being requested to vote.

At the Annual Meeting, the following proposals were approved: (i) the election of John E. Lynch to the Company's Board of Directors; (ii) the proposal to ratify Manohar Chowdhry & Associates ("MCA") as the Company's independent registered public accounting firm for the 2021 fiscal year; (iii) the grant of 2,500,000 shares of common stock to be granted from time to time to the Company's current and new employees, advisors, directors, and consultants by the board of directors, pursuant to certain metrics including performance, vesting, and incentive as set by the board of directors and or the CEO; (iv) the compensation of the Company's named executive officers; (v) the frequency of say-on-pay at future annual meetings of stockholders to every three years; and (vi) the proposal to adjourn or postpone of the Annual Meeting to a later date or dates, if necessary, to permit further solicitation and vote of proxies.

About IGC

IGC has two lines of business: infrastructure and life sciences, including hemp-derived medical cannabis/industrial hemp. The company is based in Maryland, U.S.A. Our website: www.igcpharma.com, www.igcinc.us. Twitter @IGCIR.

Contact

Claudia Grimaldi
301-983-0998