



Complete Comfort

Ref No.: ICIL/38/2024-25

9<sup>th</sup> July, 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**

**Subject: Annual Report 2023-24 along with Notice of 35<sup>th</sup> Annual General Meeting of the Company to be held on Thursday, 1<sup>st</sup> August, 2024 through VC/OAVM**

Dear Sir/Madam,

The Thirty Fifth (35<sup>th</sup>) Annual General Meeting (AGM) of Indo Count Industries Limited ("the Company") is scheduled to be held on Thursday, 1<sup>st</sup> August, 2024 at 12:00 Noon (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM) in compliance with MCA circulars.

Pursuant to Regulation 34(1)(a) of Listing Regulations, please find enclosed herewith electronic copy of the Annual Report for the Financial Year 2023-24 along with the Notice of 35<sup>th</sup> AGM. The said Notice of the AGM and Annual Report being sent today i.e. 9<sup>th</sup> July, 2024 by email to those Members whose email addresses are registered with the Company/Depository Participant(s).

The said Annual Report and Notice of AGM are also available on the website of the Company at [www.indocount.com](http://www.indocount.com). The web-links to the same are given below:

**Annual Report 2023-24:** <https://www.indocount.com/images/investor/Annual-Report-For-2023-24.pdf>

**Notice of 35<sup>th</sup> AGM:** <https://www.indocount.com/images/investor/35th-AGM-Notice-2023-24.pdf>

The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 25<sup>th</sup> July, 2024 to Thursday, 1<sup>st</sup> August, 2024 (both days inclusive) for the purpose of payment of dividend. Members are requested to refer Annexure III of AGM notice for tax on dividend and submission of requisite documents.

The Company is providing remote e-voting & e-voting at AGM facility to the members through electronic voting platform of National Securities Depository Limited (NSDL). Members holding shares either in physical form or dematerialized form as on cut-off date i.e. Thursday, 25<sup>th</sup> July, 2024 may cast their votes electronically on the resolutions included in the Notice of 35<sup>th</sup> AGM. The remote e-voting shall commence from 9:00 a.m. (IST) on Monday, 29<sup>th</sup> July, 2024 and shall end at 5:00 p.m. (IST) on Wednesday 31<sup>st</sup> July, 2024.

Kindly take same on 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

# GROWING RESPONSIBLY



**Indo Count Industries Limited**  
Annual Report **2023-24**



# Inside the Report

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## Company Information & AGM Details

CIN	L72200PN1988PLC068972
BSE Code	521016
NSE Symbol	ICIL
Dividend Recommended	110% (₹2.20 per equity share of ₹2/- each)
35 <sup>th</sup> AGM through Video Conferencing/ OAVM	Date: 1 <sup>st</sup> August, 2024 Time: 12.00 Noon (IST)
VC Platform & E-voting	NSDL

<https://www.indocount.com/investors/financial-reporting/annual-reports>



At Indo Count, growing responsibly is not just about following the rules. It is about understanding the impact of our choices on the business, our stakeholders and the world around us. It means taking ownership of our actions, big and small, and striving to make positive contributions.

We firmly believe that businesses that grow responsibly are not only contributing to a better world but also setting themselves up for long-term success. It is about becoming someone who builds a better future for themselves and for everyone they interact with.

We constantly evaluate and improve our strategies and initiatives to ensure that our success is built on a foundation of positive impact.

At Indo Count, we are convinced that our responsible business growth strategy is not just an ethical choice; it's the smart choice for our Company's future.

It's a journey we have undertaken and will continue against all odds.

**Disclaimer:** This Annual Report contains statements about expected future events and financials of Indo Count Industries Limited, which are forward-looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.



At Indo Count, growing our business isn't just about chasing a bigger number on the spreadsheet. We consider it as an essential pre-requisite for long-term survival.

By strategically pursuing growth, we have secured a stronger market position, created value for our stakeholders and fostered a dynamic environment that attracts and retains top talent. Our growth has fueled innovation, allowing our business to adapt to changing consumer needs and stay ahead of the curve in a competitive landscape.



# GROWING

Over the last two years, we have invested more than ₹1,000 crore in building capacities through organic and inorganic routes which includes:

- Bhilad Unit Acquisition
- Modernisation of Gokul Shirgaon with Compact spinning technology
- Brownfield capacity expansion from 90 mn metres to 108 mn metres
- Commensurate addition in cut/sew facilities and additional Top of the Bed (TOB) capacity

- Amalgamation of Pranavaaditya Spinning Mills Limited (subsidiary) with the Company
- This strategic investment has positioned the Company as a Global Bed Linen Leader.

Post FY24, we made a critical acquisition that will cement our global podium position.

We Acquired Wamsutta, The National US Brand.







## About Wamsutta and our synergic fit

Established in 1846, Wamsutta boasts a rich history in the textile industry and has garnered a reputation as a national brand in North America and revenue in excess of US\$ 500 million annually. With a legacy of more than 175 years, it has emerged as a popular home fashion brand which consistently achieves strong recall value, demonstrating its significant impact and lasting impression in the minds of consumers.

Indo Count acquired the global trademark and IP rights from Beyond, Inc., USA as it is a perfect fit for our business.

### **Elevates us to the branded segment**

With the Wamsutta acquisition, Indo Count has moved to the premium branded segment, elevating its status and expanding its presence across retail markets.

### **Positioned alongside global brands**

The acquisition of Wamsutta enhances Indo Count's brand portfolio, positioning the Company alongside other renowned US brands.

### **Products & market expansion**

Addition of Home textile products other than Bedlinen like towels, rugs, windows, table linen, etc. Also, broadening distribution from B2B to B2C and D2C globally through omnichannel.

### **Revenue and margin growth**

Anticipated revenue boost with improved margins in next 3-4 years as branded goods command better margins.

Our Acquisition of Wamsutta accelerates our growth in the branded segment, strengthening our global positioning.



At Indo Count, we remain fixated on growing the value-addition quotient in our revenue, thereby improving the quality of our business.

In FY24, we secured licensing agreements from Iconix Brand Group, Inc. to manufacture, market & distribute Fieldcrest and Waverly branded products in the US and Canada. These endorsements reinforce our commitment to high-yield and value-added products which will provide a robust platform to expand our B2C footprint to tap into diverse demographics.

While we steadily grow our business operations across continents and geographies, we ensure that we remain keenly focused on streamlining our operations to ensure that we generate superior value from every rupee invested in the business.

Indo Count has engaged Accenture for our digital transformative journey. Accenture will design, develop, and deploy a digital core using SAP S/4HANA Cloud®. The technology platform, powered by data and analytics, aims to automate and digitise our operations with a key focus on manufacturing, supply chain, logistics, and procurement. Our digital transformation should generate considerable benefits through improved inventory management, quality standardisation, and optimal energy consumption.

Our digital journey will elevate our Company into a smart enterprise.



At Indo Count, we are committed to conducting business in a sustainable and responsible manner. We believe that creating value for our stakeholders goes hand-in-hand with environmental stewardship and social responsibility.

Unlike most others whose sustainable practices begin with sourcing green resources, our commitment is more rooted in the ground.

While we currently source cotton from sustainable sources, including BCI, organic, and ELS cotton, we are working with Partech Seeds to research and develop improved cotton seed varieties for farmers. This collaboration will help to improve overall cotton yield and support the livelihoods of those who grow this essential crop.

Indo Count has achieved 90.6% score for Higg Index FEM (Facility Environmental Module) v/s the Global Benchmark in Home Textiles verified score is 59%.

# ... RESPONSIBLY

We are progressively moving our energy matrix towards renewable energy. We invested ~₹50 crore in solar power installation in Gujarat, which was commissioned towards the close of FY24. Currently, Bhilad unit operates on 90% renewable power. As a Company, the total renewable energy capacity reached to 21.5 MW.

We have achieved the ZDHC Progressive Level Certification, demonstrating our commitment to best practices in chemical management.

Cognizant that water availability is fast declining, we sharpened our focus on optimising our freshwater consumption. We expanded our RO and ETP facilities, reducing freshwater intake by 25%.

We made our debut in S&P Global 2022 ESG ratings with a score of 42 against

an industry average score of 28, a healthy showcase of our commitment to sustainability. More importantly, our participation allows us to assess areas for enhancing sustainability practices and fostering a culture of continuous improvement.

We have adopted a scientific approach in our journey for climate action by joining a global campaign led by SBTi (Science Based Target initiatives). We will focus on achieving emission reductions by adopting sustainable practices across the supply chain and all our manufacturing units.

As we progress, we have developed a Business Plan 2030 which has identified six pillars of sustainability and mapped our operational performance against nine SDG goals.



From the Chairman's desk

I am pleased to present the Annual Report for the financial year 2023-24, marked by resilience and adaptability amidst a dynamic global landscape.

*Dear Shareholders..*

**Year Under Review**

The fiscal year 2023-24 presented a unique economic backdrop. The global economy defied expectations in potentially history-making ways. Amid disturbing conditions—wars, surging inflation, and the biggest interest-rate surge in 40 years - the global economy did not suffer a significant downturn. It merely slowed. This was an unfamiliar plotline: It implies the world economy has grown more resilient in ways we might not yet fully understand.

While developed economies faced inflationary headwinds, proactive and progressive steps allowed these nations to overcome the overhang. The US and other advanced economies demonstrated considerable resilience, particularly during a strong holiday season.

Towards the close of 2023, global logistics issues posed significant hurdles for international trade and commerce. However, timely intervention ensured that the challenge was short-lived.

Indo Count is delighted to report a successful year, where we effectively navigated the complex environment, reinforcing and improving our position in the market.

I am pleased to share that we have surpassed our volume guidance for fiscal year 2024, achieving sales of 96.80 million metres. Our total income surged by 18.33%, scaling from ₹3,043 crore in FY23 to ₹3,601 crore in FY24.



Despite the inflationary headwinds across the world and India, we improved business profits and profitability. Our EBITDA increased from ₹486 crore in FY23 to ₹603 crore in FY 24, and our EBITDA margin stood at 16.7%. We reported a Profit after Tax of ₹338 crore.

Your Company is highly rated by CAREEDGE (AA-) and ICRA (AA-), reflecting our robust financial health and credibility.

The strategic focus on moving towards value-added products through brands and distribution, leveraging capital allocation, optimising operations and providing overall better solutions to end customers has been instrumental in driving our growth.

Mindful of the need to reward shareholders, the Board has recommended a final dividend of ₹2.20 per equity share of ₹2 each, which is 110%.

Our progress in the face of volatility highlights your Company's maturation resilience. It positions us for enhanced business competitiveness in the coming years.

#### AWARDS & RECOGNITION

While our journey through the maze of diverse challenges was tiring, our energy was boosted by the number of rewards that stood out as a testament to our commitment to business excellence.

We were honoured with the prestigious Niryat Shree Gold Trophy, awarded by FIEO, for our exceptional performance in exporting goods and services.

Indo Count Foundation was recognised as the 2<sup>nd</sup> Runner Up in the Best CSR in Healthcare category at the ASSOCHAM

Healthcare Summit and Awards 2023. The award highlights our unwavering dedication to providing quality healthcare to the local communities.

Our brand, Boutique Living, was awarded the title of E-Retail Brand of the Year 2023 at the ET Retail E-commerce and Digital Natives Award 2023, acknowledging our prowess in the digital retail landscape.

We were honoured with the prestigious Business World Sustainable World Awards 2023 for being recognised as India's most water-efficient organisation. This recognition underscores our relentless efforts to enhance water utilisation efficiency and implement robust wastewater management practices, including recycling, recovering, and reusing industrial effluents. We take immense pride in our disciplined efforts to sustainable practices.

As the spotlight shone bright on Indo Count for various reasons, we remain humbled and committed to making a stronger difference to our customers and communities.

#### CAPEX & GROWTH PLANS

Over the past two years, we have strategically allocated capital towards value-added businesses, positioning ourselves for substantial growth opportunities. Our investments in fashion utility and institutional bedding have met with significant market acceptance, reflecting positively on our brand.

We completed the last leg of our capital investment plant during the year. Our contemporary spindle fleet (~68,000 spindles) with cutting-edge technology commenced operations in FY24.

In the month of April, we Acquired the Wamsutta brand, a leading national brand in the US. It has a long history in the textile industry and is known as a National Brand in North America. The brand's Product line encompasses various categories, including bedding, bath linens, window treatments and decorative accessories. Wamsutta's collections are designed to a variety of tastes and interior styles.

Overall, the brand epitomises luxury, comfort and timeless elegance in the realm of home textiles, catering to customers who appreciate the finer things in life and seek to elevate their living spaces with premium quality essentials. It will have a material impact on developing our branded business as we advance.

#### STRENGTHENING OUR CAPABILITY

We have completed establishing our spinning and fashion bedding units, along with brownfield expansion and acquisitions, representing an investment of nearly ₹1,000 crores. Moving forward, our focus will be on maximising the efficiency of these assets to optimise costs and enhance operational effectiveness, ensuring sustainable financing for our continued growth trajectory.

With our capital expenditure aligned and synergy creation achieved, our attention now turns to proactive measures in sustainability and strategic IT initiatives for process enhancement. Our diverse product portfolio, spanning multiple geographies, has enabled us to navigate challenges and maintain consistent growth.

In line with our commitment to digital transformation, we have partnered with Accenture to standardise, optimise, and re-engineer key business processes, including manufacturing, supply chain, logistics, and procurement. This collaboration promotes a culture of agility and innovation, ultimately aiming to serve customers and stakeholders better. This significant step positions us to elevate customer service and amplify the value proposition of our business. The seamless integration of our facilities strengthens our competitive edge and efficiency to meet growing demand.

#### BRAND, MARKETING AND TECHNOLOGY

**Our Company is built on core strengths:** innovation, quality, and service. Our customer-centric approach guides our product development and shapes our marketing strategies.

We have diligently established distribution channels in key markets such as the US, UK, and Dubai. We plan to expand into new markets as opportunities consequent to Free Trade Agreements (FTAs) unfold.

We are relentlessly focused on developing innovative ways to promote our products and enhance our creative process to achieve market share growth. Our commitment to continuous improvement ensures that we strengthen our competitive advantage.

Our overall marketing strategy centres on building a presence in new markets and acquiring new customers. With our comprehensive bedding solution product range and a focus on delivering exceptional value, we are confident in offering a compelling proposition.

Our license brand Jasper Conran gained significant traction in FY24 and registered an encouraging performance. Our other product brands, like Infinity, Signature Sateen, and Pure Earth also performed precisely well.

Also, we successfully launched Gaiam, a fitness brand, receiving positive feedback and promising traction. We are confident that our license brand will continue to thrive in the future.

Additionally, we secured licensing agreements for Fieldcrest and Waverly, which are prominent US national brands. These additions will solidify our presence in North America as the leading home textile player.

As we advance, we will sharpen our focus on creating customised marketing strategies around our brands to transform prospects into performance and profits.

#### MACRO ECONOMY

**Global:** The world is currently a complex chessboard. Many economies are on the edge of recession due to rising inflation and interest rates. Yet, amidst these challenges, there's a shift in the balance of power. Established economies are no longer the only ones calling the shots, with emerging economies like India stepping onto the world stage. India's strategic importance as a large Asian democracy makes it an important partner for countries seeking to counterbalance China's influence.

**The US:** The US in 2023 surprised many. The economy grew despite recession fears, but inflation lingered. The US consumer market is a complex picture. Despite its overall size and wealth, inflation and a growing preference

for online shopping have influenced people's spending trends. While those with higher incomes felt comfortable spending (comforted by gains from a strong stock market), value-conscious shopping and budget-watching became more conscious of spending owing to rising costs. Despite the mixed attitude of the consumers, we witnessed decent demand for our products. Overall, we are optimistic about the US market in the coming years.

**India:** India today stands tall as the world's fifth-largest economy, racing to become the third largest in the next 2-3 years. This is a testament to the vibrancy and potential of our nation. Our young, talented population is a driving force with a robust IT sector, a booming services industry, a steadfast focus on infrastructure creation and a resurgent manufacturing base. These factors create immense opportunities for business enterprises.

The Indian consumer market is burgeoning with prospects. India's consumer market represents a long-term structural opportunity driven by population, a growing middle class, rapid urbanisation, increasing disposable incomes and rising aspirations. These realities herald significant growth prospects for consumer-facing businesses.

#### HOME TEXTILE INDUSTRY

**Global:** The global home textile sector will grow by more than 5% for the next decade (2024-33), fuelled by rising homeownership rates globally, coupled with an increase in renovation and redecoration activities. The proliferation of e-commerce platforms will also make a significant contribution to expanding the home textile market.





**The US:** The US home textiles market size is estimated to grow by USD 6.31 billion between 2023 and 2028. This growth will be propelled by increased consumer spending on household decor and furnishing, highlighting a growing interest in home improvement. A rising demand for eco-friendly home textile products reflects a broader shift towards sustainable living.

**India:** The home textiles market in India is growing with leaps and bounds, supported by growing household income, increasing population, rising income levels, increased organised retail, and growth of end-use sectors like housing, hospitality, and healthcare. Favourable domestic cotton prices, juxtaposed with international rates, have strengthened India's competitiveness on the global stage. Additionally, export opportunities should abound with global companies rethinking their supply chains and diversifying production.

The home textile industry in India finds itself at a pivotal moment, embracing opportunities at home and from across the globe.

As we navigate the complexities of global trade, Indo Count is poised to capitalise on emerging opportunities. Our manufacturing excellence and large and growing global presence, alongside our concerted efforts to optimise India's entire value chain and reinforce our commitment to responsible raw material sourcing, positions us favourably in the market.

**SUSTAINABILITY**

The climate change challenge is a topic that is much discussed and debated worldwide. Increasingly, corporate leaders, consumers, financiers, and politicians are demanding that steps be taken toward environmental sustainability.

Such calls for going green have been short-lived in the past. But this time around, they seem to be gaining momentum. Cognizant of this trend, Indian corporates are fast embedding the sustainability agenda as part of the organisation's metrics and core values.

Sustainability is a core focus of Indo Count. It is rooted across our operational value chain – from sourcing to packing and beyond. During the year under review, we have taken definitive steps that showcase our undaunted commitment to reducing our carbon footprint.

We have invested approximately ₹50 crores in a 10-megawatt solar power generation project in Gujarat, making our Bhilad plant run on 90% green energy.

I am extremely proud to announce that Indo Count debuted in the Dow Jones Sustainability Index (DJSI) for 2022, achieving a score of 42. This is a significant milestone that highlights our strong commitment to ESG principles.

We look forward to continuing our sustainability journey, where every step is a stride towards a better and more responsible future.

**SOCIAL RESPONSIBILITY**

We believe an island of prosperity cannot be sustained in a matrix of misery. Every enterprise must uplift underprivileged communities around its establishments.

At Indo Count, we endeavour to create a positive and lasting impact on needy communities through social initiatives. Our growing operations have created employment opportunities and nurtured the growth of the MSME sector in our hinterland. We have invested in our people's development through various skill-building initiatives. We have also empowered women by striving to increase their representation across all our operations.

Additionally, we have continuously widened our CSR coverage in terms of interventions and fellow citizens positively impacted. Our focus areas include health, education, environmental responsibility, and access to clean water and sanitation.

**PEOPLE INITIATIVES AND VALUES**

We prioritise fostering a culture built on strong core values. This foundation allows us to empower our workforce by providing them opportunities to develop their skills and take on greater responsibilities. Our dedicated HR team offers a comprehensive range of training programs, ensuring our employees are equipped to address the evolving needs of our society and remain highly skilled and responsible contributors.

**OUTLOOK**

Positive external conditions and our inherent strengths in products and personnel position us for significant growth in the coming years.

We aim to increase the share of value-added products in our revenue pie, strengthening the overall quality of business and delivering enhanced value to our stakeholders. Further, we will cement our presence in existing geographies while working to establish our presence in new high-growth markets.

Looking to the long term, we are committed to optimising asset utilisation to propel the Company to the next level.

**ACKNOWLEDGEMENT**

I sincerely thank all our stakeholders for their unwavering support and trust in Indo Count. Our success is a result of the collective efforts of our dedicated team, our customers' trust, our partners' commitment, and our shareholders' faith. Together, we strive to uphold our commitment to excellence, sustainability, and innovation in the textile industry.

Warm regards

**Anil Kumar Jain**  
Executive Chairman



**US Consumer Sentiment**

Optimism about the strength of the US economy fell in the second quarter of 2024. This follows the first quarter's spike in optimism, which was the highest since 2022. Mixed feelings, which accounted for most consumer sentiment, rose in the second quarter. Together, these shifts could signal a meaningful shift in consumer spending.

Survey responses indicate that consumers were primarily concerned about rising prices, which have grown higher than the Federal Reserve's target inflation figure. Consumers said they had noticed price increases on essential items and services, including fresh produce, meat and dairy, centre-store groceries, food delivery, and gasoline.

Notably, differences grew in how younger and older consumers perceived the economy. Younger consumers were more optimistic about the economy (optimism rates for Gen Z and millennials were 41% and 38%, respectively) than older consumers (optimism rates for Gen X and baby boomers were 29% each). Urban consumers reported feeling more optimistic compared with suburban and rural consumers.



ABOUT THE COMPANY

One of the top three global bed sheet suppliers in the US. A leading manufacturer and exporter of bed sheets, bed linen, utility bedding, pillowcases, fashion bedding, institutional bedding, comforters, quilts, decorative pillows, etc. from India.

# WE ARE INDO COUNT INDUSTRIES LIMITED

Established in 1988, Indo Count has lived its vision each year in its three decade journey to feature among the leading home textile players in the world.

Headquartered in Mumbai, India, the Company has state-of-the-art manufacturing facilities in Kolhapur, Maharashtra and Bhilad, Gujarat, that house cutting-edge technology to produce high-quality, luxurious bed sheets, bed linen, and quilts.

The team's passion for innovation and zeal has enabled the Company to create a comprehensive product portfolio that caters to diverse needs, encompassing premium sheet sets, fashion bedding, utility bedding, and institutional bedding.

Indo Count prioritises customer satisfaction, as evidenced by its certifications from prestigious international quality agencies. It maintains a robust omnichannel presence for its owned and licensed branded portfolio.

Under the experienced leadership of Mr. Anil Kumar Jain, Executive Chairman, and Mr. Mohit Jain, Executive Vice Chairman, a highly qualified and passionate professional team manages the Company's day-to-day business operations.

## Vision

To be one of the leading players in the global home textiles industry on the strengths of technology, experience and innovation.

## Mission

We are committed to providing all our customers with superior product quality, timely services and value for money through our technological and organisational strengths.

## Principles

- Complete comfort to customers
- Focus on customer satisfaction
- Foster stability and sustainability

### A Watermark to our Commitment to Quality

ISO 9001:2015  
Quality Management System

ISO 14001:2015  
Environmental Management System

ISO 45001:2018  
Occupational Health and Safety Management System

ISO/IEC 17025:2017  
By National Accreditation Board for Testing and Calibration Laboratories (NABL) Certification for Kagal facility, Kolhapur

### Green Building Certification

By LEED (Leadership in Energy and Environmental Design) Green Building Council, USA

### OEKO-TEX STeP Certificate

By the International Association for Research and Testing in the Field of Textile and Leather Ecology

### Numbers that define us

**4**  
MANUFACTURING FACILITIES  
153 Mn.Mtrs  
Home Textile Manufacturing Capacity (Mn Mtrs)

**~1,40,000**  
SPINNING CAPACITY (Tonnes)

**6,000+**  
TEAM SIZE (Direct & Indirect)

**3097.89**  
CAPITAL EMPLOYED (₹ Crore)

**6,993.3**  
MARKET CAPITALISATION, BSE (₹ Crore)

### LONG TERM RATING

**AA-** with stable outlook  
ICRA

**AA-** with stable outlook  
CAREEDGE

This credit rating signifies strong degree of safety regarding timely servicing of financial obligations. Such facilities carry low credit risk.

### SHORT TERM RATING

**A1+**  
ICRA

**A1+**  
CAREEDGE

This credit rating signifies very strong degree of safety regarding timely payment of financial obligations. Such facilities carry lowest credit risk.





OUR JOURNEY

# OVER THE DECADES...

## 1990- 2000

### CREATING A PLATFORM

- A successful IPO.
- Commenced business operations.

## 2000- 2010

### BUILDING THE BASE

- Forayed into home textiles by setting up 36 million meters capacity.
- Acquired Pranavadiya Spinning Mills Ltd. (Subsidiary).

## 2010- 2020

### SPREADING OUR WINGS

- Established a subsidiary in the USA and a showroom and design studio in New York.
- Bed linen capacity increased to 45 million meters.
- Established a showroom and design studio in the UK.
- Enhanced Capacity to 68 million meters.
- Established a subsidiary in Dubai.
- Bed linen capacity increased to 90 million meters.
- Launched brands in the Indian market.

## 2020- 2030

### SOARING HIGH

- Acquisition of GHCL home textile business.
- Amalgamation of Pranavadiya Spinning Mills Ltd with the Company.
- Bed linen capacity increased to 108 million meters.
- Bed linen capacity was further enhanced to 153 million meters.
- Acquisition of National US Brand 'Wamsutta' (since 1846)





# OUR BRAND PORTFOLIO

# OUR TECHNOLOGY PORTFOLIO




# BEING RECOGNISED FOR OUR EFFORTS



**NIRYAT SHREE GOLD TROPHY- 2020-21**  
Honoured with the prestigious Niryat Shree Gold Trophy, awarded by FIEO



**Assocham Healthcare Summit And Awards 2023**  
2<sup>nd</sup> Runner Up in the Best CSR in Healthcare category at the ASSOCHAM Healthcare Summit



**ET Retail E-commerce And Digital Natives Award 2023**  
Boutique Living was awarded the title of E-Retail Brand of the Year 2023



**Business World Sustainable World Awards 2023**  
Honoured with the prestigious Business World Sustainable World Awards 2023



**Gold Trophy In Category III For Cotton Madeups-2022-23**



**Gold Trophy For Special Achievement In Cotton Madeups 2022-23**



**Citi Birla Economic & Textile Research Foundation For The Year 2023-24**  
Secured a Runner-Up position for Best Sustainable Retail Practices.

**Citi Birla Economic & Textile Research Foundation For The Year 2023-24**  
Conferred for Best Practices adopted by Textile Mills, especially in Social Responsibility & Green Practices.

**Citi Birla Economic & Textile Research Foundation For The Year 2023-24**  
Won this award for Innovative Material Management in Textile Mills.



# INTEGRATED REPORTING

## RESOURCES WE RELY ON



## FOR THE BEST OUTPUTS



### Financial Capital

Our pool of funds  
 Total Equity: ₹39.61 crore  
 Networth: ₹2,089 crore



### Manufactured Capital

State-of-the-art facilities in and around Kolhapur, Maharashtra and at Bhilad near Vapi, Gujarat. Showroom and design studios at New York (USA), Manchester (UK) and Dubai (UAE). Warehouses for retail and e-commerce fulfillment in USA, UK and India



### Intellectual Capital

Continuous R&D activities and Innovation to develop relevant products and bedding solutions



### Human Capital

Our employees and their collective knowledge and skills form the backbone of our organisation  
 Team Size: 6000+ (Direct & Skilled)



### Social and Relationship Capital

We rely upon the relationships with our consumers, distributors and vendors. Further we contribute to our society through our social welfare and CSR activities.  
 CSR Spend during the last five years: ₹23.44 crore



### Natural Capital

We undertake various sustainability initiatives to ensure optimum utilisation of natural resources and reduce our environmental footprint.

### Financial Capital

Revenue: ₹3,601 crores  
 EBITDA: ₹603 crores  
 PAT: ₹338 crores  
 Debt to Equity Ratio: 0.44x

### Manufactured Capital

Sales volume: 96.8 Mn.Mtrs  
 Capacity: 153 Mn.Mtrs

### Intellectual Capital

#### In-House brands developed

Boutique Living	Haven
Revival	Pure Collection
Linen Closet	Simply-put
Whole Comfort	Purity Home
The Cotton Exchange	Color sense
Kids Corner	True Grip
Heirlooms of India	Atlas
Wholistic	SleepRx
Layers	

### Human Capital

Enhancement of employee skillsets  
 Health & Safety training  
 Zero accidents

### Social and Relationship Capital

Patients Treated: 85,781  
 Students Benefited: 50,000+  
 Farmers Benefited: 42,060

### Natural Capital

Improvement in cotton yield by 41% in Chandrapur District against baseline  
 Reduction in fresh water 25%  
 Water recycled and reused 92%  
 Solar & Wind Power installed capacity 14.60 MW



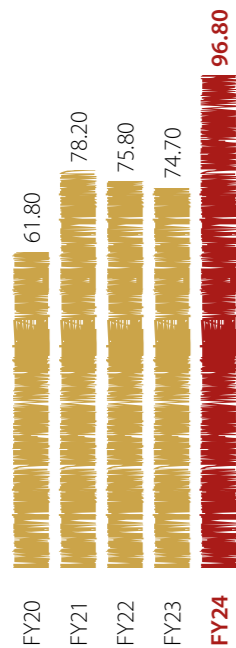


KEY PERFORMANCE INDICATORS

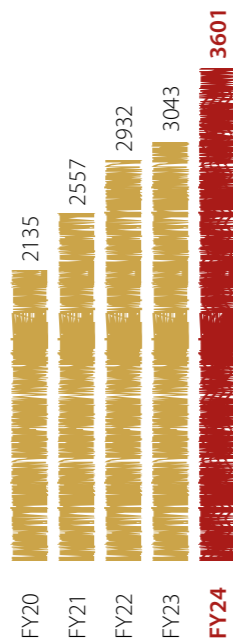
# AIMING HIGHER WITH EVERY PASSING YEAR



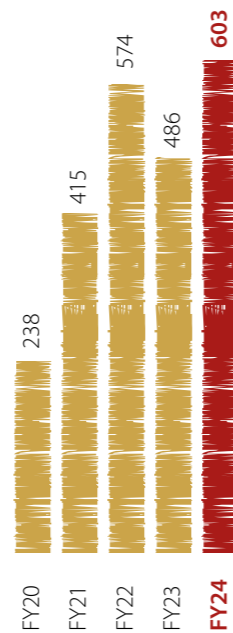
**Sales Volume**  
(in million meters)



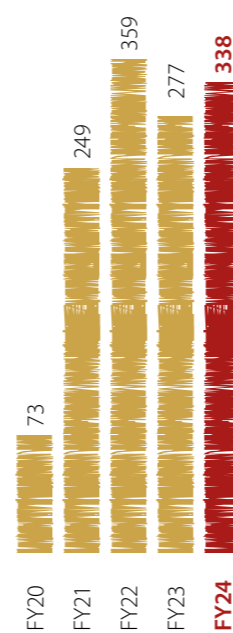
**Total Income**  
(₹ crore)



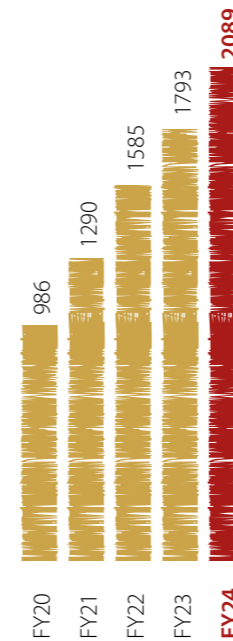
**EBITDA**  
(₹ crore)



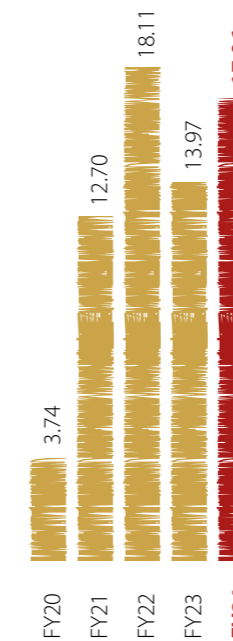
**Profit After Tax**  
(₹ crore)



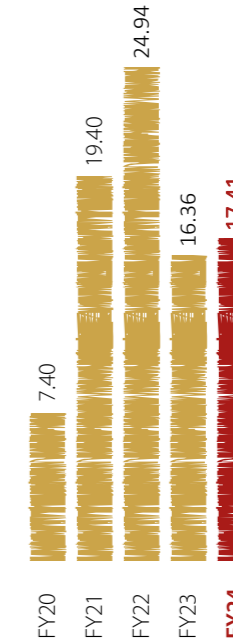
**Network**  
(₹ crore)



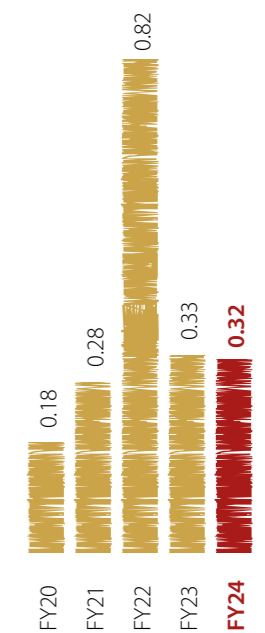
**Earnings per Share**  
(₹)



**Return on Equity**  
(%)



**Net Debt to Equity**  
(x)





# THE DOMESTIC RETAIL

Indo Count's domestic portfolio stands proudly on the pillars of innovation, diversity, and comfort, epitomised by our esteemed brands: Boutique Living and Layers. These brands represent the culmination of our dedication to providing discerning customers with unparalleled quality and style.

Boutique Living is synonymous with sophistication and luxury. Our collection showcases premium bed linens designed for those who appreciate the finer things in life. Each product is a testament to our commitment to quality, ensuring that every piece not only meets but exceeds our customers' expectations. With intricate designs, superior fabrics, and meticulous craftsmanship, Boutique Living offers an exquisite blend of elegance and comfort, setting a new benchmark in the bed linen market.

On the other hand, Layers caters to the burgeoning segment of aspirational consumers with its affordable yet extensive range of bed linens. Boasting an impressive array of products featuring quirky designs, Layers sets itself apart with unbeatable price points, resonating deeply with India's evolving tastes and preferences. This brand has become a favourite among young, style-conscious buyers looking for quality and affordability without compromise.

- **Strategic Growth and Market Leadership**

The resounding success of Boutique Living and Layers has made Indo Count as prominent leader in the Indian bed linen landscape. Building upon this foundation, our strategic focus on brand development drives penetration across B2C, B2B, and D2C segments, offering enhanced margins and value propositions. Our comprehensive approach ensures that we meet the diverse needs of our customers while maximising our market presence.

- **Expanding Digital Footprint**

Indo Count continuously enhances its presence in the digital marketplace, ensuring our brands are readily accessible to a wider audience. By leveraging cutting-edge e-commerce platforms, social media and digital marketing strategies, we make it easier for customers to discover and purchase our products online. This expansion is crucial in today's fast-paced retail environment, where convenience and accessibility are paramount.

- **Commitment to Quality and Innovation**

We remain steadfast in our commitment to delivering high-quality products at all better price ranges. Boutique Living and Layers are gaining significant traction in the domestic market through this dedication to innovation, affordability and exceptional customer service. Our relentless pursuit of excellence ensures that we not only meet but anticipate our customers' evolving needs and preferences.

- **Looking Ahead: Vision for the New Financial Year**

As we embark on a new financial year, our vision is to solidify Indo Count's position as a frontrunner in the Indian bed linen industry. We aim to achieve this by continuing to innovate, expand our digital footprint, and enhance our product offerings. By staying true to our core values of quality, affordability, and customer satisfaction, we are poised to capture new opportunities and drive sustained growth.







## BOUTIQUE LIVING

Introducing Boutique Living, our exclusive range that epitomises luxury and refinement. Immerse yourself in meticulously crafted bed linens adorned with inspired, captivating, sophisticated designs. This collection seamlessly blends warmth and elegance, enchanting the hearts of our discerning clientele.

Boutique Living is tailored for the astute Indian consumer, those with a discerning eye for exquisite design and refined taste in home decor and bed linens. Recognising the significance of a restful night's sleep, our brand draws on rigorous research and development and in-house production to curate bed linens meticulously crafted to elevate your sleep experience and deliver unmatched comfort.

With an unwavering commitment to detail and quality, Boutique Living offers diverse products to suit every customer's preference. We cater to the complete bedroom environment from bedsheets and comforters to luxurious bedding combos, cozy dohars (lightweight quilted blankets), and plush towels. Personalise your sleep sanctuary with confidence, knowing each piece is meticulously crafted for optimal comfort and long-lasting quality.

Boutique Living products are readily available across India, providing quality and sophistication-conscious customers with a wide array of purchasing options. Our brand boasts a presence in over 400 premium multi-brand retail outlets, including renowned large-format stores like Shoppers Stop and @Home.

For those who prefer the convenience of online shopping, Boutique Living products can also be found on all

major e-commerce platforms such as Myntra, Ajo, Nykaa & Amazon. Additionally, customers can explore the complete collection and avail of exclusive offers directly from the brand's dedicated website, <https://www.boutiquelivingindia.com/>.

In a short timeframe, Boutique Living has garnered the trust and respect of industry leaders. Our brand is preferred by many well-known retail brands, hospitality players, and fashion houses. This recognition is further solidified by our impressive collection of awards.

Boutique Living received the esteemed "E-Retail Brand of the Year, 2023" Award by The Economic Times, a testament to our strategic vision, innovative approach, and commitment to delivering exceptional value.





# Layers®

Dress Up Your Home

Layers redefines the Indian bed linen landscape by offering a unique blend of style, technology, and affordability.

Leveraging cutting-edge advancements, Layers presents a collection of contemporary and elegant designs, some featuring innovative health and wellness benefits with special anti-microbial and anti-fungal properties. This brand culminates in Indo Count's extensive global experience and deep understanding of consumer preferences. Layers is committed to aesthetically pleasing designs and cutting-edge technology, making it the perfect choice for the discerning Indian customer.

Layers represent the union of stylish, globally-inspired designs and competitive pricing, empowering customers to transform their homes into havens reflecting their personalities without compromising on budget. With Layers, decorating your dream bedroom is not just achievable; it's delightful. Indulge in the vast array of thoughtfully crafted bed linen options Layers offers.

From stylish double bedsheets and plush reversible comforters to unique bed-in-a-bag sets and cozy dohars, Layers caters to every taste and sleeping preference. The entire collection is beautifully coordinated and perfect for personal use and gifting. Layer products are conveniently accessible across India, offering customers a multitude of shopping options. The brand boasts a presence in over 900 multi-brand outlets

(MBOs) and is prominently featured in renowned home decor stores like @ Home, Spar, Spencer's, and Kurlon.

For those who prefer online shopping, Layers - Layers can be found on all major e-commerce platforms, such as Amazon, Flipkart, Ajo, Myntra, Nykaa, Home Centre, and Tata Cliq for those who prefer online shopping. This extensive reach ensures a luxurious and comfortable sleep experience.





# ENVIRONMENT, SOCIAL & GOVERNANCE (ESG)

Sustainability is an evolving concept that is increasingly influencing not only brand operations but also the broader framework of business management. Today, sustainability extends beyond environmental stewardship. While environmental protection remains a key aspect, it now includes a wider scope, encompassing ethical, economic, and social considerations. The goal is to drive positive societal transformations by redefining the essence of business leadership on a global scale.

In the same vein, Indo Count places a comprehensive emphasis on sustainability, using an all-encompassing ESG (Environmental, Social, and Governance) framework to gauge its success. Considerable efforts are invested in setting objectives, prioritising reporting areas, and formulating strategies. They adopt a multi-faceted strategy to achieve their goals, which include:

- Minimising the carbon footprint to the greatest extent possible.
- Upholding uncompromising integrity in business conduct and ensuring maximum transparency for stakeholders.
- Showing concern for everyone involved in the Company and its value chain.
- Strengthening business processes by pinpointing potential areas for improvement.
- Harnessing creativity, imagination, and innovation to devise new offerings that further enhance sleep experiences.

## Indo Count's Operations Exemplify Sustainability

Sustainability is at the heart of Indo Count's business operations and ingrained in its culture. The Company has made a concerted effort to ensure that sustainable practices permeate not just within its value chain but also reach its value chain partners.

As a result, Indo Count adheres to sustainable procurement practices to foster a culture of sustainability. Its policies and actions are designed with the goal of setting a standard of excellence in both value creation and corporate responsibility.



### Yarn & Fibre Sourcing

Utilising eco-friendly yarn & fibre such as BCI Cotton, Egyptian, Carbon Neutral Tencel, GOTS, Fairtrade, GRS, Organic fibres. etc.



### Fabric Sourcing

Choosing sustainable fabric options like BCI Cotton, Organic, Fair Trade, Carbon Neutral Tencel, GRS, Oeko-tex etc.



### Dyes & Chemicals

Adhering to STeP, Oeko-tex, GOTS, ZDHC norms and using compliant dyes & chemicals.



### Process Optimisation

Implementing reduction, recycling, or reuse of limited resources such as electricity and water.



### Packaging

Employing sustainably sourced packaging materials, self-fabric bags, and FSC-certified packaging.



### Stitching & Trims

Incorporating recycled labels and sewing threads.

## On-Site Sustainability Initiatives

### Leveraging Renewable Energy:

Indo Count is acutely aware of the carbon footprint resulting from thermal energy usage in India. As a result, we are committed to managing energy in alignment with our sustainability goals. This includes embracing renewable energy sources and focusing on reduction and recycling to ensure efficient energy use.

The Company is exploring renewable energy sources to lessen its reliance on thermal energy. For example, we obtain around 15 million units of energy from solar panels. Additionally, we meet some part of our internal energy needs by harnessing power from our biogas plants.

New cooling towers have been installed near the processing unit to recycle cool cylinder water, thereby reducing the energy consumption of water distribution pumps. Indo Count is continuously striving to find innovative ways to conserve energy and minimise its carbon footprint.

### Water Stewardship:

Indo Count is acutely aware of the global water crisis. The UN World Water Development Report by UNESCO has issued a warning about an imminent global water crisis. Furthermore, the World Bank reports that over 2.3 billion people lack access to safe drinking water, and 3.6 billion people lack access to safe sanitation. The annual global economic cost of water insecurity is estimated to be around US \$ 500 billion.

Indo Count places a high priority on water management across all its operations. Acknowledging its water footprint, the Company has put in place

a comprehensive water conservation strategy. As part of its commitment to responsible environmental stewardship, the Company has established a robust mechanism towards installing a state-of-the-art ETP/RO line for reutilising processed water.

With this, the Company aims to minimise its environmental impact, conserve water resources, and promote sustainable practices. As part of its initiatives, the Company has targeted to reduce its freshwater consumption by implementing measures such as:

- Enhancing the capacity of ETP/RO/MEE to reduce freshwater consumption from 50% to 25%, moving closer towards ZLD.
- Increasing condensate recovery by another 25%, thereby maintaining feed water temperature at 85 degrees celsius. This has resulted in a dual benefit of "Fuel-saving" as well as "Water saving".





## Biodiversity Protection

**Preserving Biodiversity:** Indo Count has undertaken a substantial reforestation initiative using the Miyawaki Technique on a 5-acre plot of MIDC wasteland situated in Kagal, Kolhapur, resulting in the planting and maintenance of 15,000+ trees.

Additionally, Indo Count has planted over 12,000 trees on a High School Campus in Bhilad, Gujarat, and on a 5-acre Gram Panchayat wasteland in Borlai village. These efforts contribute significantly to carbon sequestration and help balance local microclimates. The Miyawaki Technique has transformed these areas into lush green spaces, with some plants reaching heights of 20-25 feet at Kolhapur and 10-12 feet at Bhilad, thereby creating a habitat for urban wildlife. Within these green spaces, the Company has also established a freshwater pond to support the development of a natural ecosystem of flora and fauna, a vital aspect of environmental and biodiversity preservation.

**Waste management:** Indo Count is continually improving its waste management practices through various programs, with a commitment to achieving a waste-free planet. The Company's objective is to create a world devoid of waste, and we are proactively implementing measures to realise this goal. The Company prioritises minimal use of plastic and strives to reduce the waste generated by its factories.

By working collectively, Indo Count has enhanced the environment and progressed towards a more sustainable future. The Company has set a goal to attain zero waste to landfills by 2025 by adopting effective waste management strategies.

Several measures have been taken to efficiently manage waste generated by the Effluent Treatment Plant (ETP), including the use of a proprietary system to separate solid waste from water and recycle it back into the ETP process. The remaining sludge is processed in a sludge dryer to reduce the moisture content to about 8% before it is responsibly disposed of through an authorised entity.

**Addressing GHG Emissions:** In 2023, global CO<sub>2</sub> emissions related to energy increased by 1.1%, adding 410 million tonnes (Mt) to set a new record of 37.4 billion tonnes (Gt). Additionally, it is projected that solid waste generation will rise from 2.3 billion tonnes in 2023 to 3.8 billion tonnes by 2050.

Inadequate solid waste disposal can lead to unsanitary conditions, resulting in environmental pollution and the spread of vector-borne diseases. Given that waste contributes to greenhouse gases that exacerbate climate change, it is essential for everyone to handle waste responsibly.

The Company's emissions management strategy aligns with global objectives to reduce the carbon footprint and mitigate climate change risks. The Company aims to decrease its carbon footprint by adopting a strategy that prioritises people and the planet, underpinned by robust governance standards.

Recognising the importance of this issue, the Company is taking proactive measures to make a lasting impact by reducing GHG emissions. Some of these measures are outlined below.

**Achieving Net Zero Emissions by 2040:** Indo Count is on a mission to reach net-zero greenhouse gas emissions by 2040.

We have devised a detailed plan with specific reduction targets to achieve this goal. By the fiscal year 2030, we aim to reduce Scope 1 and 2 emissions by a substantial 33%. The Company is also addressing Scope 3 emissions, with a target of a 14.8% reduction by FY 2030.

Indo Count is actively promoting the use of solar panels as a sustainable and environment friendly energy solution, with the goal of transitioning from non-renewable to renewable energy sources. The Company has made significant investments in transitioning to renewable energy through solar and wind projects. It has implemented various measures to support this commitment, including the installation of a 1.25 MW solar power plant in Kolhapur and the enhancement of biogas capacity to generate renewable power.

**Environment Management Policy:** Indo Count is deeply committed to sustainability. We have instituted a robust Environment Management Policy to guide eco-friendly practices and ensure environmental responsibility across all operational areas.

**Alignment with UNGC SDG's:** Indo Count has embraced global standards such as the UNGC SDGs to enhance its sustainability performance and regularly shares its progress report globally.

**Project Gigaton & Giga Guru:** Indo Count has joined the global fight against climate change. Since 2017, we have been collaborating with Walmart, a key customer, on Project Gigaton. This initiative, launched by Walmart, aims to reduce greenhouse gas emissions across their global supply chain by one billion metric tons by 2030. Through the implementation of eco-friendly projects, the Company is certainly making strides towards achieving this ambitious goal.

**Miyawaki Plantation Multi-Year Project:** The Company embarked on a large-scale tree plantation project using the Miyawaki Technique. This innovative method transformed 5 acres of barren MIDC wasteland into a lush green sanctuary. Remarkably, all trees planted have survived, creating a significant carbon sink and helping to regulate the local microclimate.

**Reduction in Coal Consumption:** Indo Count is addressing coal usage in a comprehensive manner. The Company has installed Back Pressure Turbines, which extract additional power from steam, while optimised steam usage and heat recovery systems reduce reliance on boilers. Auto Blowdown systems further optimise coal usage. This commitment to sustainability is paving the way for a more sustainable future.

### Sustainability Metrics

### Applicable SDGs


<p><b>Carbon Neutrality (Scope 1, 2)</b></p>				
	<p><b>Sustainable Raw Material Sourcing Capability</b></p>			
	<p><b>Impacting the Local Community through Creating Shared Value (CSV) Strategies</b></p>			

### Sustainability Metrics

### Applicable SDGs

<p><b>Zero Waste to Landfill</b></p>			
	<p><b>Impacting Cotton Farmers</b></p>		
	<p><b>Tree Plantation</b></p>		





# SOCIAL

Indo Count recognises that people's aspirations are boundless and can sometimes push boundaries. The Company aspires to be a catalyst, empowering individuals to achieve their goals. Indo Count believes they are empowering the nation by empowering people. This philosophy has led them to initiate a grassroots-level movement focused on unlocking human potential.





## Social

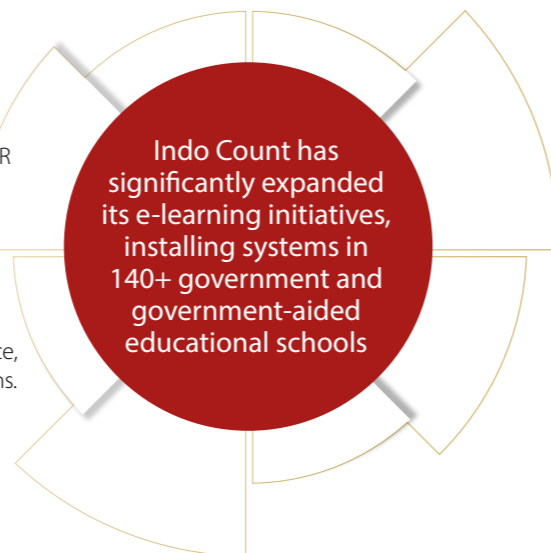
Beyond individual empowerment, Indo Count is committed to the holistic and inclusive development of the communities they operate within. As a responsible organisation, we strive for sustainable business practices through collaboration, advocacy and thought leadership. This commitment also extends to social issues, with Indo Count actively addressing challenges faced by communities and the world, such as climate change.

Since its founding, Indo Count has consistently invested in Corporate Social Responsibility (CSR) initiatives to address critical gaps in sustainable development. Our unwavering commitment to the communities they serve is reflected in their strong environmental, social and governance (ESG) guidelines.

**Indo Count's CSR programme focuses on six key areas:** education, healthcare, livelihood development, water and sanitation, environmental initiatives and supporting differently-abled people. These initiatives prioritise the needs of local communities where Indo Count operates, specifically focusing on the Kolhapur and Vidarbha regions of Maharashtra and the Bhilad area of Valsad District in Gujarat. This localised approach ensures that Indo Count's CSR efforts have a direct and lasting impact on the communities they partner with.

A dedicated ESG & CSR Committee of experienced board members oversees Indo Count's CSR initiatives. This Committee is vital in providing guidance, direction and budget recommendations. They prioritise various CSR projects for implementation and collaborate with the full Board for further inputs.

Ultimately, the Board grants final approval for all CSR activities. This collaborative approach ensures strategic direction and alignment between CSR efforts and the Company's goals.



Indo Count has significantly expanded its e-learning initiatives, installing systems in 140+ government and government-aided educational schools

### Our Impact

3,00,000+

HEALTH

59,000+

EDUCATION

42,000+

FARMERS

3,00,000+

WATER & SANITATION

15,000+

TREE PLANTATION

400+

DIFFERENTLY ABLED & OLD AGE CARE

300+

SPORTS PROMOTION

### Diversity, Inclusion and Equal Opportunities

Indo Count takes pride in its talented and growing team of over 6,000 employees. Their skills and expertise are central to everything that the Company achieves. Indo Count champions leadership practices prioritising diversity, inclusion, human rights and tolerance. This includes respecting the rights and freedom of workers across all locations

and ensuring no discrimination on the grounds of caste, community, race and sexual orientation, to name a few. The Company fosters a positive work environment with optimal conditions, ensuring everyone's safety and fair treatment. The Company ensures its commitment of equal and inclusive workplaces free from any unfair treatment or unlawful discrimination.

Details	Total	Male		Female	
		No.	%	No.	%
<b>Employees</b>					
Permanent	1,051	958	91%	93	9%
Other than Permanent	73	67	92%	6	8%
Total	1,124	1,025	91%	99	9%
<b>Workers</b>					
Permanent	2,575	2,368	92%	207	8%
Other than Permanent	3,743	2,931	78%	812	22%
Total	6,318	5,299	84%	1,019	16%

### Promoting Learning and Development

Indo Count prioritises continuous learning and development for its employees. Regular training sessions are conducted throughout the year to identify individual strengths and

weaknesses. This allows the Company to provide targeted support and enhance job skills. Indo Count firmly believes that investing in people is investing in success. By empowering its workforce, the Company experiences increased productivity, improved quality control and a more satisfied and engaged team.

Details	Total	Male		Female	
		No.	%	No.	%
<b>Differently abled Employees</b>					
Permanent	6	5	83%	1	17%
Other than Permanent	-	-	-	-	-
Total	6	5	83%	1	17%
<b>Differently abled Workers</b>					
Permanent	27	26	96%	1	4%
Other than Permanent	11	10	91%	1	9%
Total	38	36	95%	2	5%





### Human Rights

At Indo Count, human rights are upheld with utmost priority across all its operations. The Company recognises the importance of empowering its workforce through comprehensive training on human rights and related policies. This proactive approach ensures that employees are well-informed and equipped to foster a respectful, dignified and inclusive work environment.

Furthermore, the Company is committed to providing a safe and supportive workplace. Employees are encouraged to voice concerns directly to their managers and senior management and independently to HR. The Code of Conduct and Whistleblower Policy also provides a secure and confidential platform for reporting suspected or actual misconduct, unethical behaviour, fraud or human rights violations. The Company takes all reported concerns seriously and is committed to appropriate action.

### Health & Safety

Indo Count prioritises ethical practices and employee well-being. All its plants are accredited to stringent global standards like and ISO 45001:2018, demonstrating the Company's commitment to human rights and occupational safety. Indo Count goes beyond compliance by providing regular safety training on fire prevention, disaster preparedness and other crucial topics, encompassing permanent and contract employees.

To ensure adherence to these standards, we conduct internal audits regularly and collaborate with regulatory bodies like the Directorate of Industrial Safety & Health. Qualified professionals carry out boiler and electrical inspections. Additionally, independent third-party audits commissioned by customers based on their own different Codes of Conduct further validate the Company's commitment to ethical and safe working conditions.

### Employee Well-Being

We are committed to raising awareness among our employees and their families on topics of health and safety. Active communication, employee surveys, a reward philosophy, and feedback mechanisms enable us to foster a culture of transparency. We proactively identify areas for improvement and design well-being initiatives to meet the unique needs of our employees.

Category	FY 2023-24					FY 2022-23				
	Total (A)	Health and Safety Measures		Skill Upgradation		Total (D)	Health and Safety Measures		Skill Upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Male	958	958	100%	614	64%	897	897	100%	150	17%
Female	93	93	100%	93	100%	82	82	100%	12	15%
<b>Total</b>	<b>1,051</b>	<b>1,051</b>	<b>100%</b>	<b>707</b>	<b>67%</b>	<b>979</b>	<b>979</b>	<b>100%</b>	<b>162</b>	<b>17%</b>
<b>Workers</b>										
Male	2,368	2,368	100%	383	16%	2,362	1,444	61%	73	3%
Female	207	207	100%	22	11%	185	163	88%	36	19%
<b>Total</b>	<b>2,575</b>	<b>2,575</b>	<b>100%</b>	<b>405</b>	<b>16%</b>	<b>2,547</b>	<b>1,607</b>	<b>63%</b>	<b>109</b>	<b>4%</b>

### Outreach Initiatives

Indo Count understands the interconnectedness of business and society. Its local communities are essential partners, and their well-being is crucial for the Company's success. Through the Indo Count Foundation (ICF), the Company's CSR arm, Indo Count collaborates closely with communities to drive positive change and improve their quality of life. Its social interventions takes a holistic and inclusive approach, addressing the root causes of social issues for lasting impact. The Company goes beyond temporary solutions and strives to create a stable and sustainable future for its partner communities.

### Healthcare

The Company prioritises healthcare as a cornerstone of its community development initiatives. Their mobile health units have served since inception over 7 lakhs patients, providing vital preventative and curative care to underprivileged communities at their doorstep in Kolhapur. These vans bring essential healthcare services directly to remote villages and slums, addressing basic health concerns that might otherwise go untreated.

Indo Count goes beyond mobile units and recognises the importance of strengthening existing infrastructure. The Company has focused on upgrading public health facilities in Government hospitals. This includes equipping various department like Maternity, Cardiology, AIDS and Urology with modern medical equipment at CPR Hospital in Kolhapur.

Furthermore, Indo Count has constructed a state-of-the-art vaccination centre with a spacious waiting area at the Kagal Rural Hospital, further improving access to critical healthcare services. These comprehensive efforts ensure communities have the resources to receive quality healthcare at the Government facility.

As part of its commitment to community health, Indo Count's CSR launched a programme in the Valsad district of Gujarat, to support patients battling tuberculosis (TB) under the Pradhan Mantri TB Mukht Bharat Abhiyan initiative. Indo Count provides monthly nutritional kits, including a local nutritional snack made by women's self-help groups, to over 300 identified TB patients. This programme goes beyond just nutrition - the Company maintains patient records and monitors the progress, conducts regular awareness programmes on TB prevention and treatment and emphasises the importance of completing the prescribed medication regimen. These multifarious efforts have yielded positive results, with around 250 patients completing their treatment and becoming TB-free within six months. Through the Company's CSR support, a Tru-naat machine has been installed at rural hospital Bhilad for quick diagnosis of TB cases. In the coming years, Indo Count is looking forward to making Umargaon Block TB-free in Valsad District. This initiative and its broader healthcare programmes have positively impacted over 500 patients, reducing illness and alleviating suffering.





### Agriculture

Recognising the importance of skilled farmers for sustainable economic growth, Indo Count partnered with the Government of Maharashtra and Dr. Punjabrao Deshmukh Krishi Vidyapeeth (PDKV) to establish a Centre of Excellence (COE) for Cotton Farming. This multi-year initiative focuses on developing best practices, research and training programmes for the overall improvement of the cotton sector with a focus on increasing the income of cotton farmers.

The COE is located at the Ekarjuna, which is the Agriculture Research Station of Dr. PDKV in Chandrapur District. The project involves Government and Company funding, with research activities already underway, including varietal testing, demonstrations and on-field farmer training. Infrastructure development is planned to ensure the COE's full functionality shortly.

The Company's commitment extends beyond the COE's establishment and works directly supporting over 3,700 cotton-growing farmers, including many women. This initiative resulted in a harvest valued at nearly ₹72.50 crore, demonstrating the project's positive impact on farmer's income and crop yield. Additionally, the programme promotes organic farming practices, contributing to improved soil health and environmental sustainability.

### Environment

As a part of its commitment to environmental sustainability, the Company actively promotes tree plantation and water conservation activities in the community in which it operates.

Trees absorb carbon dioxide, a key contributor to global warming. Therefore, Indo Count takes tree planting initiatives to maintain abundant greenery at its facilities and surrounding areas. This includes planting trees, shrubs and plants on Company property, common areas and Government wastelands and taking care of their growth and maintenance. The Company has also undertaken beautification projects by ensuring noticeably soothing greenery along road dividers and traffic islands in the Kagal MIDC area.

Furthermore, The Company embarked on a multi-year Miyawaki Plantation project last year. This initiative involves planting a dense variety of native trees on a designated 5-acre plot of MIDC wasteland, which is being maintained at Kagal. 2 new models of Miyawaki Plantation were undertaken at the Bhilad operational area. With more than 9,000 saplings already planted, this project signifies the Company's commitment to long-term environmental benefits.

### Water and Sanitation

Indo Count contributes to addressing water and sanitation challenges for various communities.

The Company maintains three public RO systems in Kolhapur for clean drinking water and partners with organisations to install water filters in schools around Bhilad. They collaborated with the N-Courage Foundation to install over 20 low-cost maintenance TATA SWATCH filters in the schools.

On the sanitation front, the Company prioritises girls' hygiene by building quality toilets at schools with a higher number of female students. This initiative has improved sanitation in local schools, making education more accessible for over 50,000 students, particularly girls, in Kolhapur and Bhilad. They have constructed two toilets in primary schools in Bhilad area and 9 toilet blocks in Primary/secondary schools at Kolhapur.

### Sports Promotion

Indo Count recognises the positive impact of sports on young people's development. They collaborate with the Maharashtra Department of Sports on various sports promotion programmes and are committed to fostering a culture of physical fitness activity.

The Company is taking this commitment further and constructed a state-of-the-art gymnasium for aspiring sportsmen in Kolhapur. This facility will provide essential equipment and training opportunities to help young people develop their skills, improve their fitness and achieve their sporting goals.

Furthermore, the Company's focus on supporting the differently abled resulted in jointly organising the first time in India a Deaf Women Premier League Cricket tournament in Mumbai. This was done in partnership with the Indian Deaf Cricket Association (IDCA) to promote sporting spirit amongst the differently abled.

### Project Gagan

Indo Count Limited's 'Gagan' initiative promotes sustainable agricultural practices among cotton farmers. The programme has reached over 24,500 farmers across the villages of Maharashtra. Through group meetings, individual sessions and field visits, a large number of farmers have received training on Good Agricultural Practices (GAP). This includes incorporating environmental considerations into farming methods, which are now being monitored.

The programme's success is evident in increased cotton yields. As per the report of 2023-24, farms participating in the Gagan project saw an increase of 41% in yield compared to the non-project area in the Chandrapur district. These results demonstrate the positive impact of Gagan in empowering farmers with knowledge and resources to achieve greater productivity while ensuring environmental responsibility.

### Project Anant

Indo Count's Project Anant, launched in collaboration with CITICDRA, empowers tribal farmers with small holdings in Madhya Pradesh to cultivate high-quality extra-long staple (ELS) cotton.

The project began in June 2021 in the Alirajpur district and focused on providing training and support for ELS cotton production. Due to changes in the regional cotton market, the project strategically shifted its focus to Jhabua and Ratlam districts in 2023-24. Here, the initiative aims to improve the quality of long-fibre cotton through various methods.

CITICDRA plays a key role in Project Anant by building awareness through field demonstrations and providing training on the latest production techniques, IPM and nutrient management practices. Project Anant ultimately contributes to their economic advancement by equipping farmers with these skills and knowledge.

### Project Avani

Indo Count's Project Avani, launched in 2021, champions a sustainable approach to cotton farming in the Yavatmal district of Maharashtra. This initiative goes beyond organic cotton production; it fosters a holistic model that benefits the environment and the local farming community.

Project Avani promotes biodiversity conservation and natural resource management, building a foundation for a long-term and sustainable business model. Farmers have adopted various eco-friendly practices through collaboration with the Indo Count team. These include eliminating chemical fertilisers, stopping the burning of cotton stalks (now used for compost) and embracing intercropping to enhance biodiversity. Additionally, the project encourages using local seed varieties, reducing farmers' costs. These combined efforts enrich the soil, improve cotton quality and promote environmental health.

Project Avani extends its support beyond education by facilitating access to various government schemes. The initiative enables nearly 2,000 farmers for securing harvest value over ₹28 Cr. This financial empowerment strengthens the economic well-being of the farming community. By focusing on environmental and social sustainability, Project Avani is creating a positive and lasting impact for the future.





# Governance

Indo Count is committed to Strong Corporate Governance.

Indo Count firmly believes that sound corporate governance practices are essential for long-term success. The Company's governance framework is built on integrity and transparency, fostering stakeholder trust.

Indo Count is committed to upholding the highest standards in all aspects of its business. This includes adhering to internationally recognised corporate governance principles and maintaining a culture of compliance, accountability and openness. The Company believes in complete transparency and accountability to protect its stakeholder interests. Board ensures careful analysis of the important areas like Risk Management, Regulatory Compliances, Sustainable Financial Performance and ESG related matters.

**Our core principles of Governance:**



**Integrity**  
We conduct all business activities honestly and fairly, building stakeholder trust.



**Transparency**  
We communicate our financial performance, business practices and decision-making processes.



**Accountability**  
We hold ourselves responsible for all our actions while striving to deliver our commitments.



**Trusteeship**  
We hold our resources in trust for future generations and are committed to utilise them responsibly and sustainably.



**Sustainability**  
We prioritise environmental sustainability to reduce carbon footprint through numerous initiatives for improving the sustainability performance across the Company.



**Stakeholder engagement**  
Our strategic approach emphasises openness, cooperation, and the pursuit of common goals, fostering robust and productive relationships with stakeholders. With this strategy, we aim to cultivate an environment of transparent communication and collaboration, strengthening our engagement with our diverse range of stakeholders.



**Compliance with regulatory requirements**  
We adhere to all applicable laws and regulations to ensure that our business practices are ethical and transparent.



**Corporate social responsibility (CSR)**  
We prioritise the well-being of our employees, customers and the communities in which we operate and regularly engage in various CSR initiatives.



By continuously strengthening its corporate governance practices, we aim to achieve certain goals, including the ones mentioned below.

- Enhance long-term value creation for shareholders.
- Foster a positive reputation and stakeholder trust.
- Attract and retain top talent.
- Ensure responsible and sustainable business practices.





### The Board

The Board of Directors serves as the cornerstone of Indo Count's corporate governance framework. Acting in its best capacity, the Board prioritises protecting and enhancing shareholder value. This entails establishing clear, value-driven goals that propel the Company's sustainable growth.

### Composition of the Board

The Board benefits from a balanced composition of Executive and Independent Directors, fostering diverse perspectives and strong governance.

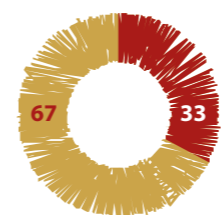
Executive/Non-Independent Directors	Independent Directors
Mr. Anil Kumar Jain - Executive Chairman	Mr. Siddharth Mehta - Lead Independent Director
Mr. Mohit Jain - Executive Vice-Chairman	Mr. Dilip J. Thakkar
Mr. Kailash R. Lalpuria - Executive Director & CEO	Mr. Prem Malik
Mr. Kamal Mitra - Director (Works)	Dr. Sanjay Kumar Panda
	Dr. (Mrs.) Vaijayanti Pandit
	Mr. Akash Kagliwal
	Mr. L. Viswanathan
	Mrs. Ambika Sharma

### Board Competency Matrix

Industry Knowledge/Experience	Technical Skills/Competencies	
Industry Experience & Global Business	Finance & Accounting	Leadership
Textile Sector Knowledge	Legal & Governance	Business Administration
Knowledge of Broad Public Policy	Sales & Marketing	Corporate Restructuring
Understanding of Government Legislation/Legislative Processes	Information Technology	Human Resource Management
Sustainability	Public Relations	Strategy & Business Development
Supply Chain Management	Risk Management	Corporate Social Responsibility

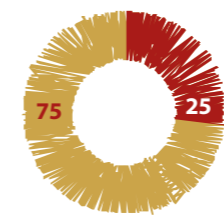
### Board Snapshot

#### Board Independence (%)



- Independent
- Non-Independent

#### Board Experience (%)



- >30 years
- 15-30 years

**Board Tenure**  
5.90 years

**Average attendance rate at Board meetings** 98%

**Women representation on the Board** 17%

### Board Committees

Board Committees aid in discharging duties by providing valuable insights, enhancing governance policies, and submitting periodic reports to the Board of Directors.

**Board of Directors**  
Chaired by  
**Executive Director**

**12**  
MEMBERS

**67%**  
INDEPENDENCE

**Audit Committee**  
Chaired by  
**Independent Director**

**5**  
MEMBERS

**80%**  
INDEPENDENCE

**Stakeholders' Relationship Committee**  
Chaired by  
**Independent Director**

**3**  
MEMBERS

**33%**  
INDEPENDENCE

**Nomination and Remuneration Committee**  
Chaired by  
**Independent Director**

**4**  
MEMBERS

**75%**  
INDEPENDENCE

**ESG & Corporate Social Responsibility Committee**

Chaired by  
**Independent Director**

**5**  
MEMBERS

**40%**  
INDEPENDENCE

**Risk Management Committee**

Chaired by  
**Non-Independent Director**

**4**  
MEMBERS

**50%**  
INDEPENDENCE



## Policies that foster ethical practices

For better conduct of operations and in compliance with regulatory requirements, your Company has framed and adopted certain policies which are as follows:

Sr. No.	Name of the Policy/ Code	Brief Description
1	Board Diversity Policy	The Policy set out the approach to diversity on the Board of Directors of the Company in terms of thought, experience, knowledge, perspective and gender in the Board, based on the laws, rules and regulations applicable to the Company.
2	Anti - Bribery & Anti-Corruption Policy	The Policy provides for an approach of a zero tolerance to bribery and corruption including its commitment to act professionally, fairly and with integrity in all its business dealings and relationships.
3	Stakeholder Grievance Redressal	The Policy provides the means to constructively communicate grievances of stakeholders directly to the Company with an established procedures for an equitable, reciprocal and timely resolution of the grievances.
4	Public and Regulatory Policy	The Policy sets standards for the Company while engaging with the public, the regulators and the industry / trade associations, in the course of its operations.
5	Environment Health and Safety Policy	The Policy provides to build and maintain a healthy, safe and clean working environment for its employees and community at large including commitment to excellence, sustainable development and "Safety First" concept.
6	Environment, Social and Governance Policy	The Policy provides for commitment to integrate environmental, social and ethical principles into Company's business, with an objective to improve the quality of life of the communities served by the Company globally and in enhancing long-term stakeholder value.
7	Biodiversity Policy	The Policy aims to promote the protection, conservation and sustainable use of biologically diverse ecosystems.
8	Code of Conduct	The Policy sets out acceptable behaviour and norms to be followed by the Company's directors, employees and workers, including part time if any and reflects the core values of the organisation and serves as a guide to proper conduct of business.
9	Human Rights Policy	The Policy outlines Company's initiatives and activities to ensure adherence and commitment to meet our social responsibilities.
10	Employee Grievance Redressal Mechanism	The Policy is to facilitate a work culture where grievances are minimised and thus help in improving performance and productivity of all employees / workers of the Company.
11	Equal Opportunity Policy	The Policy ensures adherence to Company's commitment of equal and inclusive workplaces free from any unfair treatment or unlawful discrimination.
12	Ethical & Responsible Marketing Policy	The Policy focuses on the Company's marketing practices and efforts that benefitted to the customers of the Company in socially responsible and environmental causes.
13	Supplier Ethics and Compliance Policy	The Policy expects all of the suppliers of the Company to conduct themselves with the high standards of honesty, fairness and personal integrity, to maintain eligibility to conduct business with the Company.
14	Cyber Security Policy	The Policy is the foundation for all information security activities. It focuses on the technology for the storage, processing, and transmission of information as well as on administrative and operational practices.
15	Data Privacy Policy	The Policy aims to protect Personal Data of stakeholders and respecting privacy and their rights.
16	Tax Policy	The Policy aims to ensure compliance with applicable tax laws and regulations in the countries in which the Company operates.

17	Vigil Mechanism Policy	The Policy provides a mechanism for directors and employees of the Company to bring to the Company's attention, instances of unethical behaviour, actual or suspected incidents of fraud or violation of the Code, that could adversely impact the Company's operations, business performance and/ or reputation and Company will investigate such incidents in an impartial manner and take appropriate action.
18	Policy on Preservation of Documents	The Policy deals with periodicity of retention of the Company records and documents.
19	Code of Practices and Procedures for Fair Disclosure of UPSI	The Code determines the principles for fair disclosure of Unpublished Price Sensitive Information.
20	Policy on Determining Materiality of Events and Disclosure of Material Events	This policy is adopted with regard to disclosure of material events which are necessary to be disclosed to the stock exchanges based on criteria as may be deemed necessary and has been adopted as part of this policy.
21	Corporate Social Responsibility Policy	The Policy lays down the guidelines and mechanism for undertaking socially useful programs for welfare & sustainable development of the community at large.
22	Policy on Related Party Transactions	The Policy intends to ensure proper approval and reporting of transactions between Company and its Related Parties and subsequent material modifications.
23	Policy on Material Subsidiaries	The Policy determines criteria for identifying the material subsidiaries of the Company and to provide the governance framework for them.
24	Dividend Distribution Policy	The Policy determines the parameters/ basis for declaration of dividend.
25	Policy on prevention of Sexual Harassment of Women at Workplace	The Policy endeavours to create a healthy working environment that enables employees to work without fear of prejudice, gender bias and any apprehension of sexual harassment.
26	Code of Conduct to regulate, monitor and report trading by insiders	The Policy aims to ensure monitoring, timely reporting and adequate disclosure by the insiders of the Company and aims to ensure transparency and fairness in dealing with the stakeholders and ensuring the adherence to all applicable laws and regulations.
27	Code of Conduct to Regulate Monitor and Report Trading by Designated Persons and their Immediate Relatives	The Policy provides the framework in dealing with securities of the Company by Designated Persons and their Immediate relatives.
28	Nomination and Remuneration Policy	This Policy formulates the criteria for determining qualification, competencies, positive attributes and independence for the appointment of Directors and the criteria for determining the remuneration of the Directors, Key Managerial Personnel and Senior Management Personnel.
29	Archival Policy	The Policy deals with archival of the Company's documents which have been disclosed on the website of the Company.
30	Risk Management Policy	The Policy contains the objectives of risk management, companies approach to risk management and the risk organisation structure for identification, management and reporting of risks including the roles and responsibilities of key stakeholders and other key personnel of the Company with regards to risk management.
31	Forex Risk Management Policy	The Policy defines, identifies, measures, manages, mitigates and reviews potential risks pertaining to fluctuations in Foreign Exchange.





# RISK MANAGEMENT

Indo Count acknowledges that the business environment has opportunities and risks. However, the Company doesn't passively hope for the best; it proactively takes steps to manage these challenges effectively. With a strong risk governance structure, the Company doesn't just identify risks; it continually evaluates their likelihood and impact.

Indo Count has a dedicated Risk Management Policy approved by the Board to maintain this proactive approach. The Risk Management Policy, inter alia, includes the identification of risks like demand risk, operational risk, personnel risk, and cyber risk. The Company is also exposed to various

external risks and uncertainties such as economic slowdown, declining demand in key markets, unavailability and high cost of raw materials, and increasing sourcing costs due to the disruption in global supply chains. Further, the Company has developed a comprehensive risk management framework specifically designed to identify and address risks at various levels. It ensures that the systems are reviewed periodically to align with the current internal and external environment.

Indo Count has a Risk Management Committee of the Board which is authorised to monitor and review

the effectiveness of Company's risk management plans, and process including risk mitigation measures. Further, to oversee ESG initiatives and related risks, the Board has delegated the authority to the CSR Committee, and the nomenclature of the CSR Committee has been changed to ESG & CSR Committee. The Committee provides guidance to the Management for implementing the various initiatives focused on Social, Environment and Governance aspects.

Risk relevant to us	Mitigation Measures
<p><b>Competition Risk</b> Limited product range could lead to clients increasing business with competitors who have larger portfolio of products and subsequently reduce our share.</p>	<ul style="list-style-type: none"> <li>Focus on high value products to get maximum realisation.</li> <li>Product innovation, excellence and stay focused.</li> <li>Company will explore to expand its product lines by adding new products like bath range and flooring etc.</li> </ul>
<p><b>Concentration Risk</b> High reliance on few customers for sale of product could impact if any adverse impact on client relations.</p>	<ul style="list-style-type: none"> <li>Diversify sales to new geographies.</li> <li>Expand customer base.</li> </ul>
<p><b>Capacity Risk</b> Under utilisation of capacity due to no order / less order from client.</p>	<ul style="list-style-type: none"> <li>Exploring new markets to increase the overall order book and thereby optimising Plant utilisation.</li> <li>Ensuring overall cost optimisation.</li> <li>Investing in increasing our capacities to capitalise on emerging opportunities.</li> </ul>
<p><b>Credit Risks</b> Extending credit to customers or counterparties.</p>	<ul style="list-style-type: none"> <li>Obtain ECGC cover for probable credit risk.</li> <li>Implementing appropriate recovery management and follow up processes.</li> </ul>
<p><b>Cyber Security Risk</b> Cyber-attack on Company causing potential loss to Company in new work from home / remote working environment.</p>	<ul style="list-style-type: none"> <li>Deploying contemporary cyber security framework for effective controls.</li> <li>Installing cyber security compliant tools/hardware to protect the system from cyber-attacks.</li> </ul>
<p><b>Raw material Risk</b> Adverse fluctuation in cotton prices or its scarcity leading to increase in input costs and consequential reduction in gross margins.</p>	<ul style="list-style-type: none"> <li>Development of Alternative sources for uninterrupted supply of raw materials.</li> <li>Proper inventory control system.</li> <li>Hedging adverse commodity (cotton/coal) price movements by availing hedge products in the commodity exchanges.</li> </ul>
<p><b>System Risks</b> Inadequate systems and processes in Various operational functions Commensurate with size of the Company.</p>	<ul style="list-style-type: none"> <li>Upgrading the systems on a continuous basis.</li> <li>Ensuring Data Security by institutionalising hierarchy-based access control.</li> <li>Data Back up and redundancy to protect the data.</li> </ul>
<p><b>Foreign Exchange and Interest Rate Risk</b> Financial exposure due to volatility in foreign exchange owing to forex fluctuations resulting in adverse impact on profitability.</p>	<ul style="list-style-type: none"> <li>Consistent monitoring of exposure to currency fluctuations.</li> <li>Protective management of forex measures in place.</li> <li>Using structured and systematic hedging mechanism.</li> </ul>
<p><b>ESG Risk</b> Lack of preservation of environment and inadequate governance in which the Company operates can create an impact on the Company's business operations. Further inadequate governance would mean that the Company is more susceptible to litigation and regulatory actions.</p>	<ul style="list-style-type: none"> <li>Adherence to a diverse set of regulatory guidelines charted out at local, state, national and international levels.</li> <li>Consistent monitoring of regulatory changes ensuring compliance with all applicable regulations.</li> <li>Frequent upgradation of technology.</li> <li>Participation in National and International sustainability.</li> <li>Continuous engagement with all the stakeholders.</li> </ul>



# CORPORATE INFORMATION

## Board of Directors

**Mr. Anil Kumar Jain**

*Executive Chairman*

**Mr. Mohit Jain**

*Executive Vice Chairman*

**Mr. Kailash R. Lalpuria**

*Executive Director & CEO*

**Mr. Kamal Mitra**

*Director (Works)*

## Independent Directors

**Mr. Siddharth Mehta**

*Lead Independent Director*

**Mr. Dilip J. Thakkar**

**Mr. Prem Malik**

**Dr. (Mrs.) Vijayanti Pandit**

**Dr. Sanjay Kumar Panda**

**Mr. Akash Kagliwal**

**Mr. L. Viswanathan**

**Mrs. Ambika Sharma**

*(w.e.f. 27<sup>th</sup> May, 2024)*

## Key Managerial Personnel

**Mr. K. Muralidharan**

*Chief Financial Officer*

**Mr. Satnam Saini**

*Company Secretary*

## Statutory Auditors

**M/s. Price Waterhouse**

**Chartered Accountants LLP**

## Registered Office

Office No. 1, Plot No. 266, Village Atle Kumbhoj Road, Taluka Hatkanangale, District Kolhapur 416109, Maharashtra, India.

## Corporate Office

301, 3<sup>rd</sup> Floor, "Arcadia", Nariman Point, NCPA Marg, Mumbai 400021, Maharashtra, India.

## Plant Locations

**Gokul Shirgaon**

D-1, MIDC, Gokul Shirgaon, Kolhapur 416234, Maharashtra, India.

**Kagal**

T-3 and T-4, MIDC Kagal- Hatkanangale, Kolhapur-416216, Maharashtra, India

**Alte**

Office No. 1, Plot No. 268, Village Atle Kumbhoj Road, Taluka Hatkanangale, District Kolhapur 416109, Maharashtra, India.

**Bhilad**

191/192 Mahala Falia, Village - Bhilad, Taluka -Umbergaon, District - Valsad, Gujarat-396105, India.

## Corporate Identification Number

L72200PN1988PLC068972

**Email** icilinvestors@indocount.com  
info@indocount.com

**Website** www.indocount.com

## Bankers

**Axis Bank Limited**

**Bank of Baroda**

**CITI Bank**

**HSBC**

**Exim Bank**

**HDFC Bank Ltd.**

**JPMorgan Chase Bank, N.A.**

**Union Bank of India**

## Registrar & Share Transfer Agent

**Link Intime India Private Ltd.**

C-101, 247 Park L.B.S. Marg, Vikhroli (West), Mumbai 400083, Maharashtra, India.

# MANAGEMENT DISCUSSION & ANALYSIS

## Economic Overview

### World Economy

The global economy has shown resilience in 2023 despite facing significant challenges with a GDP growth rate of 3.0%, which slowed from 3.5% in 2022. Advanced economies experienced a slowdown from 2.6% to 1.5%, while emerging and developing economies saw a modest decline from 4.1% to 4.0%. Geopolitical tensions, such as the Russia-Ukraine conflict, have led to disruptions in global trade, resulting in elevated uncertainties and volatility in financial markets.

There has been a gradual decline in inflation from 8.7% in 2022 to 6.9% in 2023. Despite the decline, inflation has been a major concern, with prices rising across regions due to trade disruption. Still, tighter monetary policies and lower commodity prices have contributed to a decline in inflation. The impact of inflation on the economy has been mixed, with some regions experiencing a decreased purchasing power while others have seen an increased demand for certain products.

Central banks have taken decisive action to combat inflation by maintaining tight monetary policies, leading to high interest rates and a stronger U.S. dollar. Geopolitical developments will continue to influence the economy, but the resilience shown in 2023 is a testament to the ability of businesses and policymakers.

### Outlook

Looking ahead to 2024, the outlook is positive and the global growth is projected to stay at 3.2% in 2024 and 2025. Elevated central bank rates to fight inflation and a withdrawal of fiscal support amid high debt weigh in on economic activity. Inflation is falling faster than expected in most regions amid unwinding supply-side issues and restrictive monetary policy. Global inflation is expected to fall to 5.9% in 2024 and 4.5% in 2025. Increased investment in technology and innovation is expected in 2024. While the challenges persist, the global economy

is poised for a recovery in 2024, driven by the resilience and adaptability of businesses, policymakers and individuals.

### The U.S. Economy

The U.S. economy commenced 2024 on sturdy ground, buoyed by robust consumer spending and business investment. However, challenges loom on the horizon, notably rising consumer debt and elevated interest rates, which are expected to temper economic growth. While a recession is not predicted for 2024, a slowdown in consumer spending growth is anticipated. GDP growth will likely dip to under 1% in Q2 and Q3 before converging towards its potential of approximately 2% in 2025.

Consumer spending, resilient in 2023 despite inflation and higher interest rates, is showing signs of softening in early 2024. Factors contributing to this softening include slowing real disposable personal income growth, dwindling pandemic savings, rising household debts and increasing delinquencies. Moreover, the proliferation of 'buy now, pay later' plans may further impact future spending as bills come due.

Business investment, which saw a slowdown in the latter half of 2023 due to interest rate increases, is expected to face further challenges in the first half of 2024 as the Federal Reserve delays interest rate cuts until Sept-Oct. Although residential investment shows signs of growth in Q3 2023, it may not see sustained improvement until interest rates decline.

Government spending, fuelled by federal non-defence spending on infrastructure investment, supports economic growth. However, political uncertainty surrounding fiscal policy could potentially impact government spending in the years ahead.

Labour market tightness remains persistent, attributed to the Baby Boomer generation's retirement and businesses' reluctance to lay off workers. While some softening in the labour market is expected, a significant downturn is not foreseen.



Inflation, although making progress in 2023, has seen a slowdown in momentum, influenced by emerging trends in energy markets and certain service industries. The forecast for 2% inflation is pushed back to Q4 2024, with expectations of interest rate cuts totalling 25-50 basis points in 2024 and an additional 50-75 basis points in 2025, contingent upon the inflation trajectory.

Overall, while challenges exist, the U.S. economic outlook remains positive. With a resilient consumer base, ongoing government support and persistent labour market strength, the economy is poised to navigate the headwinds and gradually return to sustainable growth in the coming years.

#### Outlook

The U.S. economy defies expectations, consistently outperforming projections despite concerns over rising interest rates, inflationary pressures, potential slowdowns and consumer spending patterns. With each passing month, it appears more likely that policymakers have skilfully engineered what some might call a 'soft landing' scenario. In this delicate balance, inflation is reined in without triggering an economic downturn.

The U.S. economy started 2024 strong, though challenges like rising consumer debt and higher interest rates may slow growth. Consumer spending, resilient in 2023, is softening due to dwindling pandemic savings and increased debt. We anticipate a temporary slowdown in Q2 and Q3 as households adjust, with a rebound likely later in 2024.

Inflation progress slowed recently, but with support from cooling rental prices, we project reaching 2% by Q4 2024. Anticipating Fed rate cuts starting in Sept-Oct, totalling 100-125 bps in 2024 and 2025, hinges on the inflation trajectory.

#### The European region

The economic outlook for Europe is mixed, with expectations of a decrease in consumer price pressures after two years of high inflation. Eurozone inflation, which peaked at 10.6% in the prior year, declined to 2.9% in October 2023, primarily due to falling energy prices. This trend is extending to other consumption categories. Monetary tightening efforts are set to continue, albeit slower, leading to forecasts of decreasing headline inflation for both the eurozone and the EU.

Economic growth faced challenges in 2023, but a rebound is anticipated in the coming year, driven by consumption recovery,

robust labour markets and reduced inflation. Investments are expected to rise, supported by initiatives like the Recovery and Resilience Facility. GDP growth is expected to increase in 2024, with slight differences between the EU and the euro area. Fiscal indicators suggest a marginal decline in the EU's general government deficit, although uncertainties remain due to geopolitical tensions, potential energy supply disruptions and economic developments in major trading partners. Additionally, the impact of climate change on the environment and the economy is becoming increasingly evident.

#### Outlook

The Winter Interim Forecast downgrades the 2023 growth outlook for the EU and euro area to a modest 0.5%. Projections for 2024 adjusted to 0.9% growth in the EU and 0.8% in the euro area, and for 2025, growth projections are 1.7% in the EU and 1.5% in the euro area.

Inflation forecasts show a downward trend, with EU HICP inflation expected to decrease from 6.3% in 2023 to 3.0% in 2024 and 2.5% in 2025. The euro area is expected to decrease from 5.4% in 2023 to 2.7% in 2024 and 2.2% in 2025.

Despite modest growth driven by post-pandemic momentum, challenges like declining purchasing power and geopolitical tensions persist. However, positive developments in inflation moderation and robust labour markets signal potential economic acceleration, while ongoing geopolitical tensions and climate risks pose threats.

#### Indian Economy

India's economy rebounded vigorously in the first quarter of FY 23, surpassing the UK to claim the fifth position globally after successfully recovering from the tumultuous shock of the COVID-19 pandemic. This growth trend remained persistent, and the gross domestic product (GDP) for the fourth quarter (Q4) of 2023-24 is estimated to reach 6.7%, and the overall GDP growth for FY 24 is projected to be 6.9 to 7%. This growth was propelled by robust domestic demand for both consumption and investment, further amplified by the Government's sustained emphasis on capital expenditure during the initial half of FY 24. Furthermore, higher tax collections during that quarter also drove a surprisingly high growth rate of 8.4% in Q3.

In the period spanning April 2023 to March 2024, India's service exports soared to US\$ 339.62 billion, underlining the

nation's prowess in this sector. Additionally, the combined exports, encompassing services and merchandise, for the same timeframe totalled US\$ 776.68 billion, showcasing India's prowess on the global trade front. The surge in employment opportunities, coupled with a notable rise in private consumption buoyed by an upswing in consumer sentiment, is poised to bolster GDP growth in the forthcoming months.

Net Direct Tax collections (provisional) for FY 24 exceed Union Budget Estimates by ₹1.35 lakh crore. Net Direct Tax collections stand at ₹19.58 lakh crore, marking a growth of 17.70% YoY. This strong performance in direct tax collection is a welcome sign for the Indian economy. It suggests potential economic growth and gives the government more resources to accelerate further development.

Prospects for future government capital spending remain promising, supported by tax buoyancy, a streamlined tax system featuring lower rates, a comprehensive assessment and rationalisation of the tariff structure, and the digitisation of tax filing processes. Over the medium term, escalated capital outlays on infrastructure and asset-building initiatives are anticipated to enhance growth multipliers, fostering sustainable economic expansion.

India's ascent as the fastest-growing major global economy underscores its trajectory towards becoming one of the top three economic powerhouses over the next decade. This trajectory is underpinned by India's robust democratic framework and steadfast international partnerships.

Furthermore, India's allure as an investment destination has strengthened amid the prevailing global unpredictability and volatility. The substantial influx of funds directed towards India-focused ventures in 2022 is a testament to investors' confidence in the compelling 'Invest in India' narrative.

#### Outlook

The Ministry of Finance's report predicts nearly 7% growth for India's economy in FY 25, driven by strong domestic demand. This continues as a robust growth trend, with rates of 7.2% in 2022-23 and 8.7% in 2021-22. The fiscal year 2023-24 is expected to see a 7.3% growth rate, reinforcing India's status as the fastest-growing major economy.

Government reforms and investments in infrastructure and manufacturing have fuelled this growth. Looking ahead, the report projects sustained growth above 7%, with India poised

to become the third-largest global economy within three years, aiming for a GDP of US\$ 5 trillion. By 2030, India aims to become a US\$ 7 trillion economy, marking a significant milestone in improving the quality of life for its people.

Factors supporting this outlook include stable GDP growth, manageable inflation, political stability and signs of monetary policy stabilisation.

#### The Textile Industry

##### Global textile market

Though seemingly past the worst of the COVID-19 pandemic, the textile industry is still grappling with significant challenges. The pandemic's impact lingers through weakened demand and rising production costs. Further strain has been placed on the industry by the ongoing conflict in Ukraine, Russia, and West Asia, adversely affecting the Red Sea freight movement by pushing up costs and increasing sailing time.

Rising raw material costs have squeezed the textile industry, forcing companies to rethink how they source materials globally. Strict COVID-19 restrictions in China have disrupted supply chains, leading Western businesses to look to neighbouring countries for textile production.

There are signs of a slow recovery, but the industry needs to find a balance between fluctuating demand and ongoing uncertainties. Many companies have seen a significant drop in orders due to weaker consumer spending caused by inflation. This trend highlights the need for the industry to adapt and develop strategies to overcome these challenges and achieve long-term growth.

#### Outlook

Despite the challenges faced by the industry, the global outlook for the textile market looks positive.

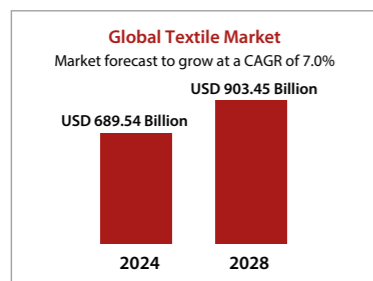
The global textile market, valued at US\$ 1,837.27 billion in 2023, is poised for significant expansion and is projected to exhibit a robust compound annual growth rate (CAGR) of 7.4% in revenue from 2024 to 2030.

Several key factors propel this growth trajectory. Firstly, shifting consumer preferences and evolving lifestyle trends drive demand for textiles across various segments. Additionally, the rapid expansion of the global population catalyses market expansion, creating a heightened need for textile products worldwide.



Moreover, burgeoning population coupled with rising income levels, particularly in emerging economies like India and China, have led to increased expenditure on textiles, further fuelling market growth.

Furthermore, technological advancements and innovative breakthroughs in textile manufacturing processes, including automation, digital printing and the development of smart textiles, are reshaping the industry landscape. These advancements not only enhance production efficiency but also offer novel functionalities and applications, contributing to the overall dynamism and competitiveness of the textile market.



### The U.S. Textile Market

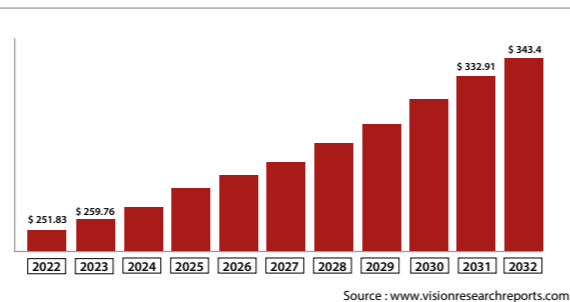
The U.S. textile industry is a significant force, boasting a market value estimated at US\$ 251.79 billion in 2022. Projecting a healthy 3.1% CAGR from 2023 to 2030, the U.S. market is poised to maintain its leadership position within North America. Furthermore, the U.S. is the world's second-largest exporter of textile-related products, highlighting its global influence.

Innovation is another hallmark of the U.S. textile industry. The nation is a recognised leader in textile research and development, consistently pushing boundaries to create next-generation materials. This dedication to progress ensures the U.S. textile complex remains at the forefront of the industry.

Consumer trends are also playing a key role in market growth. Fashion is assuming an ever-increasing importance in the American lifestyle. Constant exposure to advertising fuels impulsive buying, driving demand for stylish apparel.

The market is further fuelled by fashion brands' strategic segmentation of apparel. Introducing venue-specific clothing lines, encompassing airport, swimwear, casual, and party wear, is expected to increase apparel production significantly. This, in turn, will translate into a heightened demand for high-quality textiles in the U.S. market.

U.S. TEXTILE MARKET SIZE, 2023 TO 2032 (USD BILLION)



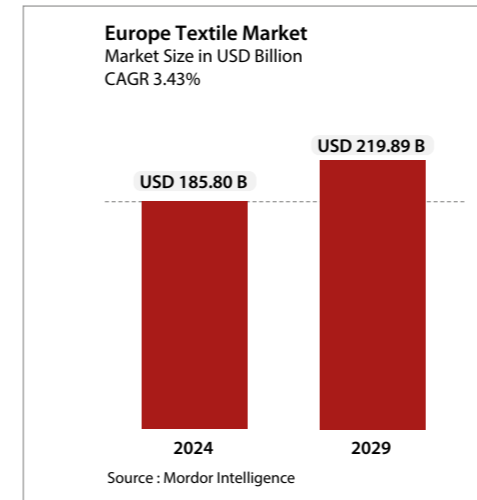
### The European Textile Market

The European Textile Market, estimated at US\$ 185.80 billion in 2024, is poised for robust expansion, with projections indicating a climb to US\$ 219.89 billion by 2029, representing a notable CAGR of 3.43% during the forecast period (2024-2029).

The textile industry is a significant pillar of the economy in Europe, providing gainful employment to approximately 6% of the total manufacturing workforce. Post-COVID-19, a discernible trend has emerged wherein the younger demographic is inclined to embrace the latest fashion trends. The dynamic nature of fashion, characterised by frequent collection turnovers, has instigated shifts in consumer behaviour, fostering a culture of adaptability and novelty.

Digital platforms and innovative marketing strategies have swiftly permeated the European fashion landscape, catalysing the emergence of new brands leveraging e-commerce platforms. These digital avenues, augmented by immersive technologies such as virtual reality, offer companies unprecedented opportunities to engage consumers and drive sales. Notably, the convergence of fashion and online apparel has propelled e-commerce sales to new heights, amplifying consumer spending within the European textile market.

Europe's rich tapestry of leading retailers, renowned designers and innovative entrepreneurs positions the region as a global hub for premium fashion and high-quality textiles. The allure of European fashion extends not only to established high-income markets like the U.S., Switzerland, Japan and Canada but also to burgeoning economies such as China, Hong Kong, Russia, Turkey and the Middle East. Moreover, the European industry's prowess in technical textiles underscores its international competitiveness, with exports and imports experiencing sustained growth over the years.



### The Indian Textile Market

The Indian textile industry, a major contributor to the nation's economy, faced significant hurdles in 2023. Fluctuating cotton prices, declining demand and underutilised capacity hampered growth. Additionally, competition from cheaper imports of fabrics and garments from China and Bangladesh squeezed margins. Weakened demand from key export markets like the U.S. and the EU further exacerbated the situation.

Domestic sales also slowed, with consumer spending shifting towards essential items, electronics and vehicles. This trend was particularly evident during the usually vibrant festival season. Rising freight costs due to unrest in the Red Sea added another concern, impacting operational costs and competitiveness.

Despite these setbacks, the Indian textile and apparel market remains poised for growth. Forecasts suggest a robust 10% compound annual growth rate (CAGR), projecting a market size of US\$ 350 billion by 2030.

Encouragingly, CRISIL anticipates a rebound in the industry by 2024, driven by three key factors: sustained domestic demand, gradual export recovery and more stable cotton prices. Domestic consumption, which accounts for the lion's share of demand, continues to expand steadily. Additionally, pre-seasonal demand from Western markets is expected to bolster garment uptake from India, stimulating growth across the value chain. Improved consumer demand should prompt major international retailers to replenish their inventories, further benefitting Indian exporters.

Building strong Indian garment brands is another crucial step towards long-term success. Initiatives like the 'Brands of India' event, showcasing domestic brands in international markets, are a positive development in this direction.

Further, Kasturi Cotton's collaborative endeavour with the government of India, textile trade bodies, and industry stakeholders aims to elevate the intrinsic value of Indian-grown cotton through stringent benchmarked specifications. Serving as the epitome of quality, Kasturi Cotton sets a new industry standard, transcending its conventional role as a raw material. It signifies the pinnacle of excellence, promising superior quality and performance for consumers and industry alike.

In conclusion, while the Indian textile industry grappled with challenges in 2023, a favourable outlook emerges for 2024. Easing cost pressures, a potential rise in domestic and export demand, and strategic brand-building initiatives can pave the way for sustained growth. However, addressing structural issues and leveraging government support remains critical for the industry's long-term prosperity.

### Exports

India, a major player in the global textile and apparel industry, is the world's second-largest manufacturer, trailing behind China. This industry significantly contributes to India's economy, constituting over 4% of the GDP and accounting for more than 14% of the country's annual export earnings.

Recent data, however, paints a mixed picture of India's textile exports. While historically robust, the industry has encountered challenges in the face of global economic dynamics. A McKinsey Report indicates a slowdown in global retail sales of clothes, attributed to factors like high inflation and waning consumer confidence following robust growth until mid-2022.

India's export performance has felt the pinch, with textile exports experiencing a 4.2% year-on-year decline in the first 11 months of the current financial year. Economic headwinds in key markets such as the EU, the U.S. and West Asia have further dampened prospects.

The Red Sea crisis has added to the woes, impacting the export of textile products, including ready-made garments, to foreign markets. This confluence of factors presents a challenging landscape for India's textile industry.

Despite the downturn, there are glimmers of optimism. Industry experts anticipate a potential turnaround, particularly with signs



of recovery in the U.S. market. The Apparel Export Promotion Council (AEPC) remains positive, projecting a growth trajectory for textile exports from US\$ 45 billion to US\$ 50 billion in the fiscal year 2023-24 compared to the previous year.

In conclusion, while India's textile and apparel industry faces formidable challenges, there are avenues for growth and resilience. Strategic measures and favourable market conditions can position India to navigate the current headwinds and emerge stronger in the global textile landscape.

### Home Textile Market

Home textiles encompass a range of decorative and functional fabrics for home furnishing. The market witnesses steady growth globally, fuelled by evolving lifestyles and a penchant for trendsetting décor. A blend of natural and artificial fibres often enhances durability. European markets favour handwoven textiles, with customers willing to invest significantly. North America presents promising growth prospects. While offline sales persist, online channels experience faster expansion. However, COVID-19 has severely impacted the industry, halting production in major hubs like India and China, disrupting supply chains and triggering layoffs amidst plummeting demand. The pandemic also halted import-export activities, particularly in key markets like Europe and the U.S.

### Global scenario

The global home textile market is experiencing significant growth, driven by increasing consumer demand for luxury home décor and sustainable fabrics. The market size was valued at US\$124.72 billion in 2023 and is projected to expand at a compound annual growth rate (CAGR) of 6% from 2024 to 2030.

Segment-wise, the bed linen market accounted for the largest share, with over 45% of global revenues in 2023, due to the growing trend of home décor and the need for comfortable and stylish bedding. The bathroom and kitchen textile segments are also expected to witness significant growth during the forecast period.

Distribution channel-wise, offline sales continue to dominate the market, accounting for over 65% of global revenues in 2023 due to the tactile nature of home textiles and the preference for physical shopping experiences. However, online sales are expected to grow rapidly during the forecast period, driven by the increasing popularity of e-commerce and digital platforms.

Geographically, the Asia-Pacific region dominated the global textile market, accounting for over 20% of global revenues in 2023, driven by a growing middle-class population,

urbanisation and increasing disposable incomes in countries such as China, India and Japan. Europe and North America are also significant markets, driven by the demand for luxury and sustainable home textiles.

Overall, the global home textile market is expected to witness significant growth during the coming years, driven by consumer demand for comfort, sustainability and style.

### FY 25 trend

The growing demand for synthetic fibres, especially polyester, is also contributing to the market's growth, with the synthetic fibre market expected to reach US\$ 98.21 billion by 2030. Additionally, the market for home textiles and furnishing fabrics is wide and varied, with a growing demand for better-quality stain-resistant and flame-retardant home textiles.

### Mid-term trend

The global home textile market is expected to grow, driven by consumer preferences for home décor and sustainable home textile fabrics. The market is expected to reach US\$ 185.97 billion by 2030. Mid-term trends shaping the industry include a rising demand in the Asia-Pacific region. Product innovation, quality improvement and value-added features are becoming increasingly important, while the bed linen and bedspread segment is experiencing more popularity. Furthermore, home textiles are becoming a form of self-expression and personal style, with vintage and high-end options gaining traction. The hospitality and healthcare sectors are also driving demand, while the residential sector continues to be a significant market for home textiles. Overall, the home textile market is expected to experience robust growth and transformation in the coming years.

### Indian Scenario

The Indian home textile market presents a significant opportunity for growth, with the country being the world's second-largest textile and clothing exporter and second-largest producer of silk and cotton. The textile industry is a substantial employment generator in India, directly employing 45 million people.

The Indian home textile industry is thriving for several reasons. More people in India have money to spend, and the population is growing. This means there's a bigger market for home textiles. More stores are also selling these items, making them easier to find. Further, constructing new houses, hotels, and hospitals creates a demand for even more home textiles. India is a major player in the global market for home textiles, accounting for nearly 7% of all trade and occupies a significant share of exports to the United States.

### Domestic demand

The Indian home textile market is thriving, driven by growing consumer awareness and demand for household products. The bed linen and bedspread segment is experiencing significant growth, while the recovering hospitality industry is also fuelling demand. Rising incomes and urbanisation drive growth in the residential segment, and online sales are rising. Government initiatives like 'Make in India' promote local manufacturers, and innovative products like organic bed linen are gaining traction. Overall, the Indian home textile market is poised for growth and expansion.

### Performance in FY24

The size of the Indian home textile market will be around US\$ 9.60 billion in 2024 and may grow to US\$ 15.36 billion by 2029, as predictions during the forecast period of 2024-2029 suggest a CAGR of 9.84%. The Indian home textile market is experiencing significant growth, attracting the attention of both domestic and foreign brands. Indian home textiles are increasingly sought-after worldwide because of their high quality. This is due to a focus on making better products and adding special features. Indian companies constantly improve their manufacturing processes and invest in research and development to create innovative textiles. They're also finding ways to add value, such as making the textiles more durable or eco-friendly. As a result, Indian home textiles are becoming a popular choice for international buyers.

### Trend in FY25

India's home textiles industry is a powerhouse in global markets. This strength stems from a healthy foundation – a strong supply of raw materials, a diverse product portfolio, and well-established manufacturing capabilities across the entire value chain. The Ministry of Textiles estimates the home textiles market to reach US\$ 10 billion for FY 24 and projects a CAGR of around 7% between FY 24 and FY 31. Competitive costs, strong domestic market growth, and a complete value chain are the reasons behind this expansion. Rising incomes and the real estate boom further drive demand for home textiles.

### Future trends

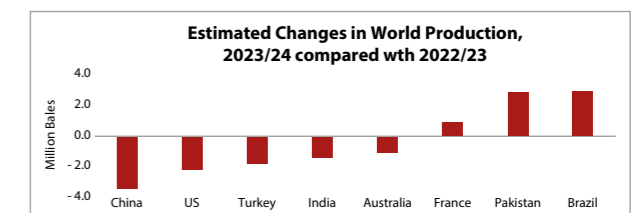
The Indian home textile industry stands at the threshold of exponential expansion, projected to soar to a staggering value of US\$15.36 billion by 2029, growing at a CAGR of 9.84% from 2024 onwards. Sustainability is a key focus, with companies adopting eco-friendly and circular business models. Technical textiles, driven by technological advancements and demand from various industries, will play a crucial role. There's a shift

towards man-made fibres, emphasising yarn quality and a rising demand for natural fibres. Digital textile printing will also gain traction, enabling faster production. These trends will shape the industry's growth in the coming years.

### The Cotton Season

Global cotton production will likely be 5 million bales (217.7 kg) lower this season (October 2023-September 2024) as the output in China, the U.S., Australia and India has been affected.

Global cotton lint production is projected at 25.4 million metric tons (MT) in the 2023-2024 season, a rise of 3.25% from 24.6 million metric tons in 2022-2023. However, production is projected to dip marginally from 23.5 million MT in 2022-2023 to 23.4 million MT in 2023-2024, per the International Cotton Advisory Committee (ICAC).



### The U.S.

The U.S. cotton market holds a significant position globally as a major producer and exporter. The cotton production in the U.S. in FY 2024-25 is expected to rise to 16.0 million bales, driven by a nearly 8% increase in planted area and a 15% decline in the abandonment rate.

### India

Despite challenges posed by the El Niño effect, the Cotton Association of India (CAI) has released its estimate for the 2023-24 marketing season, projecting a cotton production of 29.51 million bales. While this figure marks a decline from the previous year, it's essential to recognise the resilience of India's cotton industry in the face of adversity.

The cotton marketing season, spanning from October to September, witnessed a reduction in planting, contributing to the dip in production. However, it's crucial to view this in context. One bale of cotton weighs approximately 170 kg, indicating the scale of the industry's contribution despite its challenges.

The decrease of 7.49% from the previous year's production might seem concerning at first glance. However, it's essential to acknowledge the efforts and ingenuity of cotton farmers



who continue to navigate various obstacles to sustain this vital sector of India's economy.

As North India gears up for the 2024-25 kharif cotton planting season, agricultural stakeholders anticipate a potential decrease in cotton acreage. This projected decline stems from a confluence of challenges. Persistent infestations of the pink bollworm (PBW) threaten crop yields, while depressed market prices for cotton fibre make the crop less profitable for farmers. Additionally, escalating labour costs further strain margins, disincentivising some from planting cotton.

### Operational and Financial Performance

Indo Count improved its performance yet again in FY 2024. The Company is growing, and the financial parameters are getting stronger.

#### Standalone performance

##### Highlights

- Delivered sales volume of 96.8 Mn meters for FY 24
- Achieved total revenue of ₹3,378.55 crores for FY 24

#### Performance Highlights

(₹ In Crore)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	3,332.31	2,783.59	3,557.07	3,011.55
Other Income	46.24	34.14	43.72	31.43
<b>Tota Revenue</b>	<b>3,378.55</b>	<b>2,817.73</b>	<b>3,600.79</b>	<b>3,042.98</b>
EBIDTA	569.17	443.61	602.74	485.70
Less: Finance Cost	66.19	57.65	69.85	62.38
Less: Depreciation	71.88	62.55	82.58	64.73
<b>Profit before Exceptional Items and Tax</b>	<b>431.10</b>	<b>323.41</b>	<b>450.31</b>	<b>358.59</b>
<b>Profit before Tax</b>	<b>431.10</b>	<b>323.41</b>	<b>450.31</b>	<b>358.59</b>
Tax Expenses / (Credit)	110.80	85.24	112.39	81.81
<b>Net Profit</b>	<b>320.30</b>	<b>238.17</b>	<b>337.92</b>	<b>276.78</b>
Other comprehensive Income (net of tax)	2.07	(15.43)	(1.94)	(40.34)
Total Comprehensive Income	322.37	222.74	335.98	236.44
Basic & Diluted EPS (in ₹)	16.17	12.03	17.06	13.97

- EBIDTA stood at ₹569.17 crores for FY 24 as against ₹443.61 crores in previous year
- Achieved net profit of ₹320.30 crores for the year ended March 31, 2024
- EPS stood at ₹16.17

#### Consolidated Performance

##### Highlights

- Achieved total revenue of ₹3,600.79 crores for FY 24 as against ₹3,042.98 crores in previous year
- EBIDTA stood at ₹602.74 crores for FY 24
- Achieved net profit of ₹337.92 crores for the year ended 31<sup>st</sup> March, 2024
- EPS stood at ₹17.06

The Company has declared the highest dividend percentage of 110% on the face value of ₹2/- per equity share by way of Final Dividend for 2023-24. The Company has been consistently declaring dividends for the past eight years. The Company operates only in a single segment, i.e., the textile segment.

### Key Financial Parameters

(₹ In Crore)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Current ratio	1.81	1.78	1.81	1.80
Debt-Equity Ratio	0.46	0.48	0.46	0.49
Interest Coverage ratio	7.51	6.61	7.45	6.75
Net Profit Margin (%)	9.61	8.56	9.50	9.19
Return on Net Worth (%)	16.80	14.26	17.41	16.36
Operating Profit Margin (%)	14.59	13.45	14.32	13.77
Inventory Turnover Ratio	2.84	2.57	2.7	2.39
Debtors Turnover (Days)	62	68	52	58

Note: There is no variance higher than 25% on a Y-o-Y basis.

### Internal Control Systems and Their Adequacy

The Company's well-established internal control systems ensure the achievement of its operational, compliance and reporting objectives. The Company has suitable policies and procedures commensurate with its current size and future growth. A broader internal controls and external audits system has been defined and deployed to effect continuous improvements and protect the business from potential vulnerabilities. Policies and procedures play a critical role in the operationalisation of internal controls. The Company also appropriately uses its systems and various applications to put checks and controls in place to strengthen this internal control framework. Further, the Company has embarked on a digital transformation journey and is in the process of migrating to SAP S/4HANA as a strategic step that can significantly enhance internal control systems. All such internal controls and their adequacy, financial and risk management policies, significant audit findings and compliance with accounting standards are regularly reviewed by the Audit Committee of the Board of Directors.

### Outlook and Strategy

Despite a challenging economic and geopolitical environment, the Company maintain a profitable growth trajectory. Retail sales in the U.S. market have remained resilient and almost returned to pre-COVID levels despite higher inflation and borrowing costs, driven principally by consumer spending and the growing influence of e-commerce. Looking ahead, we anticipate sustained demand due to easing inflation and likely interest rate cuts, solidifying our leadership position in the global home textile bed linen market. The home textiles market is strong, driven by global demand from the hospitality and

residential sectors. With the acquisition of the iconic Wamsutta brand, a stalwart in the American market for over a century and the expansion of our licensed brand portfolio with Fieldcrest and Waverly, we are strategically positioned to derive higher contribution. The potential of the Wamsutta brand to add revenues over the next 3 to 4 years is substantial, with half of this anticipated from the bedding segment and the remainder from complementary home products like rugs, towels, curtains, windows, etcetera.

We have achieved a significant milestone by installing a 9.3-megawatt solar power generation unit in Bhilad, Gujarat. This strategic move will help the Company achieve its commitment to curb greenhouse gas emissions and Bhilad unit's operations to be powered by renewable energy up to 90% of its requirements.

### Human Resources

The Company places paramount importance on the calibre of its workforce, recognising it as the cornerstone of success. Dedicated to empowering employees with the requisite skills to adapt to ever-evolving technological landscapes seamlessly, the Company fosters a culture of continuous learning and growth.

The Human Resource (HR) team is at the heart of this commitment and is entrusted with nurturing and retaining the Company's intellectual capital within the dynamic textile industry. With a steadfast focus on safety, the Company conducts comprehensive audits of its facilities to ensure the well-being of employees. Furthermore, plant safety committees have been established to diligently monitor and address safety concerns.



Central to its ethos is cultivating a supportive and rewarding work environment where merit is celebrated, and healthy workplace culture is actively promoted. As of 31<sup>st</sup> March 2024, the Company boasted a workforce of 3,626, supplemented by 3,816 personnel on contractual arrangements.

### Risk and Concerns

Indo Count's approach to risk strategy is anchored in a well-defined risk appetite, meticulously calibrated against a spectrum of risk criteria. These criteria, shaped by sector-specific dynamics, available liquidity, and targeted earnings within acceptable volatility thresholds, serve as guiding beacons for operational decisions.

At the core of the Company's risk management ethos lies a comprehensive framework that spans strategic planning and day-to-day operations. Proactively identifying, assessing, and mitigating risks, this framework transcends conventional boundaries, engaging key managers across the organisation.

A structured monitoring mechanism operates at unit and company-wide levels, facilitating the prompt identification of new risks. These risks are methodically categorised based on their potential impact and probability, then assigned to select managers who oversee their management with tailored mitigation strategies.

In a commitment to transparency and robust evaluation, Indo Count maintains a dedicated Risk Management Committee entrusted with orchestrating the risk management architecture. Furthermore, the efficacy of the risk management framework undergoes rigorous annual scrutiny by the Audit Committee, acting on behalf of the Board, ensuring continual refinement and alignment with evolving business landscapes.

Major risks hovering over the Company's business include:

- Geopolitical tensions like trade war between major economies, restrictive trade policies and sharp fluctuations in currency.
- Inflation is expected to remain elevated, driven by commodity price increases, which will also add pressure on margins.
- Reduced purchasing power may result in significant shifts in consumer behaviour, negatively impacting the textile market.
- Any significant fluctuation in the raw material prices.

To mitigate these risks, the Company hedges its currency besides taking appropriate risk mitigation measures.

A detailed list of principal Risks and their mitigation is forming part of this Annual Report.

# board's report

*Dear Members*

On behalf of the Board of Directors ("the Board"), it gives me immense pleasure to present the Thirty Fifth (35<sup>th</sup>) Annual Report on the business and operations of your Company together with the Audited Financial Statements for the year ended 31<sup>st</sup> March, 2024.

### FINANCIAL RESULTS:

(₹ in crores, except EPS)

Particulars	Standalone		Consolidated	
	2023-24	2022-23	2023-24	2022-23
Revenue from operations	3,332.31	2,783.59	3,557.07	3,011.55
Other Income	46.24	34.14	43.72	31.43
<b>Total Revenue</b>	<b>3,378.55</b>	<b>2,817.73</b>	<b>3,600.79</b>	<b>3,042.98</b>
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Total Comprehensive Income	322.37	222.74	335.98	236.44
Basic & Diluted EPS (in ₹)	16.17	12.03	17.06	13.97

### OPERATIONAL AND FINANCIAL PERFORMANCE

Despite the challenging environment and rise in input costs, your Company has achieved growth in total revenue on consolidated basis. The Company achieved sales volume of 96.8 million meters and turnover of ₹3,557.07 crores on a consolidated basis during the year under review.

At a consolidated level, the total revenue increased by 18.33% to ₹3,600.79 crores for FY 2023-24 as against ₹3,042.98 crores in the previous year. Your Company reported EBIDTA and Net Profit of ₹602.74 crores and ₹337.92 crores respectively for the year ended 31<sup>st</sup> March, 2024.

On a standalone basis, total revenue increased by 19.90% to ₹3,378.55 crores for the year ended 31<sup>st</sup> March, 2024 as against ₹2,817.73 crores in the previous year. Further, your Company

achieved EBIDTA and Net Profit of ₹569.17 crores and ₹320.30 crores respectively for the year ended 31<sup>st</sup> March, 2024.

The financial and operational performance overview and outlook is provided in detail in the Management Discussion and Analysis forming part of this Annual Report.

### RESERVES & DIVIDEND

During the year under review, the Company has not transferred any amount to the General Reserves. As on 31<sup>st</sup> March, 2024, Reserves and Surplus (other equity) of the Company were at ₹2,007.83 Crores including retained earnings of ₹1,990.92 Crores.

Continuing the past trend of declaring dividend, your Directors are pleased to recommend a Final Dividend @ 110% i.e. ₹2.20/- per equity share of face value of ₹2/- each amounting



to ₹43,57,19,548 subject to the approval of members of the Company at the ensuing Annual General Meeting. The aforesaid dividend is in line with the Dividend Distribution Policy adopted by the Company.

Pursuant to Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations), the Board has approved and adopted the Dividend Distribution Policy and the same has been displayed on the Company's website at the link - [www.indocount.com/images/investor/Dividend-Distribution-Policy1.pdf](http://www.indocount.com/images/investor/Dividend-Distribution-Policy1.pdf)

### STATE OF COMPANY'S AFFAIRS

Discussion on state of Company's affairs has been covered as part of the Management Discussion and Analysis. Management Discussion and Analysis for the year under review, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is presented in a separate section forming part of this Annual Report.

### SHARE CAPITAL

The paid-up equity share capital of the Company as on 31<sup>st</sup> March, 2024 was ₹39,61,08,680/-. During the year under review, there has been no change in the Authorised, Issued, Subscribed and Paid-up Share Capital of your Company.

Your Company has not issued any equity shares with differential voting rights, convertible securities, warrants or sweat equity shares. Further, your Company does not have any employee stock option scheme or employee stock purchase scheme.

### CREDIT RATING

During the year under review, for long term bank facilities of your Company, credit rating re-affirmed by ICRA is "AA-" (Double A minus) with Stable outlook and CareEdge re-affirmed credit rating to "AA-" (Double A minus) with Stable outlook. This credit rating signifies strong degree of safety regarding timely servicing of financial obligations. Such facilities carry low credit risk.

Further, for the Company's short term bank facilities, credit rating re-affirmed by ICRA and CareEdge is "A1+" (A One Plus). This credit rating signifies very strong degree of safety regarding timely payment of financial obligations. Such facilities carry lowest credit risk.

### DECLARATION OF INDEPENDENT DIRECTORS

Pursuant to section 134(3)(d) of the Act, your Company confirm having received necessary declarations from all the

Independent Directors under section 149(7) of the Companies Act, 2013 declaring that they meet the criteria of independence laid down under Section 149(6) of the Companies Act, 2013 and Regulation 16(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### BOARD EVALUATION

Pursuant to provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of the performance of the Board, its Committees and of individual Directors. Performance evaluation has been carried out as per the Nomination & Remuneration Policy of the Company.

### CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated Financial Statements of the Company are prepared in accordance with the Indian Accounting Standards notified under the Companies (Indian Accounting Standards) Rules, 2015. The Audited Consolidated Financial Statements of the Company for the year ended 31<sup>st</sup> March, 2024 along with the Auditors' Report forms part of this Annual Report.

The Audited Financial Statements of the Company and subsidiaries are available on the website of the Company at [www.indocount.com](http://www.indocount.com). Further, a copy of the Audited Financial Statements of the subsidiaries shall be made available for inspection at the registered office of the Company during business hours on any working day upto the date of Annual General Meeting. As per Section 136 of the Companies Act, 2013, any shareholder interested in obtaining a copy of separate Financial Statements of the subsidiaries shall make specific request in writing to the Company Secretary.

### SUBSIDIARIES

As on 31<sup>st</sup> March, 2024, your Company has four (4) wholly owned subsidiaries viz. Indo Count Retail Ventures Private Limited, Indo Count Global Inc., Indo Count UK Limited and Indo Count Global DMCC.

Pursuant to the provisions of Section 129(3) of the Companies Act, 2013 ("the Act") read with rules made thereunder, a statement containing salient features of the financial position of subsidiaries is given in Form AOC-1 attached as "Annexure 1" forming integral part of this Report. As required under Section 134 of the Companies Act, 2013, the said form also highlights performance of the subsidiaries.

Your Company does not have any Associate Company as defined under the Companies Act, 2013 and has not entered into any joint venture agreement during the year under review.

During the year under review, Indo Count Global, Inc., is a material subsidiary. The Company has adopted a policy on material subsidiaries and the same is uploaded on the website of the Company which can be accessed through the web-link [www.indocount.com/images/investor/Policy-on-Material-Subsidiaries.pdf](http://www.indocount.com/images/investor/Policy-on-Material-Subsidiaries.pdf)

### BRAND ACQUISITION

The Company's wholly owned subsidiary – Indo Count Global Inc., has acquired the international home fashion brand "Wamsutta" from Beyond, Inc. for \$10.25 million and the said acquisition of Brand Wamsutta was completed on 19<sup>th</sup> April, 2024. Wamsutta is an industry-leading home fashion brand which has delighted generation of consumers with luxurious bed, bath and other home fashion products. This acquisition is to strengthen Indo Count's brand portfolio, and elevate its position in the premium market segment.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

#### Appointment / Reappointment

The Board of Directors at its meeting held on 27<sup>th</sup> May, 2024 has

- (i) Re-appointed 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.
- (ii) Appointed Mrs. Ambika Sharma (DIN: 08201798) as Additional Director (Non-Executive, Independent) of the Company for a period of two (2) years w.e.f. 27<sup>th</sup> May, 2024 subject to the approval of the members at the ensuing General Meeting. Mrs. Ambika Sharma fulfil the criteria and conditions specified in the Companies Act, 2013 for such appointment.

All Independent Directors of the Company have registered themselves in the Independent Directors databank maintained with the Indian Institute of Corporate Affairs (IICA). Further, in the opinion of the Board of Directors of the Company, all Independent Directors possess requisite integrity, expertise and experience including the proficiency required to discharge the duties and responsibilities as Directors of the Company.

#### Retiring by rotation

Mr. Mohit Jain (DIN: 01473966) Executive Vice-Chairman of the Company, retires by rotation and being eligible offers himself for

re-appointment. The Board recommends his re-appointment and the same forms part of the notice of Annual General Meeting. The disclosures required regarding re-appointment of Mr. Mohit Jain pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India are given in the Notice of AGM, forming part of the Annual Report.

#### Key Managerial Personnel

During the year under review, there has been no change in the Key Managerial Personnel of the Company.

In terms of Section 203 of the Act, the following are the Key Managerial Personnel of the Company:

Mr. Kailash R. Lalpuria, Executive Director & CEO,  
Mr. K. Muralidharan, President - Finance and CFO and  
Mr. Satnam Saini, Company Secretary & GM - Legal

#### NUMBER OF BOARD MEETINGS

During the financial year ended 31<sup>st</sup> March, 2024, four (4) Board Meetings were held with a minimum of one (1) meeting in each quarter and the gap between two (2) consecutive Board meetings was less than one hundred and twenty days (120). For details of the meetings of the Board, please refer to the Corporate Governance Report, which forms part of this report.

#### COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION OF DIRECTORS

Pursuant to Section 178(3) of the Companies Act, 2013, Nomination & Remuneration Committee has formulated "Nomination and Remuneration Policy" which deals inter-alia with appointment and remuneration of Directors, Key Managerial Personnel, Senior Management and other employees. The said policy is uploaded on the website of the Company and web-link thereto is <https://www.indocount.com/images/investor/Nomination-and-Remuneration-Policy2.pdf>

#### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the provisions of Section 134(3)(c) and 134(5) of the Companies Act, 2013, your Directors, to the best of their knowledge and belief and according to the information and explanations obtained by them, state and confirm that:

1. In the preparation of the annual accounts for the year ended 31<sup>st</sup> March, 2024, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

2. Such accounting policies as mentioned in the notes to the Financial Statements for the year ended 31<sup>st</sup> March, 2024 have been selected and applied consistently and judgments and estimates have been made that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at 31<sup>st</sup> March, 2024 and of the profit of the Company for the year ended on that date;
3. Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. The annual financial statements for the year ended 31<sup>st</sup> March, 2024 have been prepared on a going concern basis;
5. Internal financial controls to be followed by the Company have been laid down and that the said financial controls were adequate and were operating effectively;
6. Proper systems to ensure compliance with the provisions of all applicable laws have been devised and such systems were adequate and operating effectively.

#### CORPORATE SOCIAL RESPONSIBILITY (CSR)

The key philosophy of all our Corporate Social Responsibility (CSR) initiatives is guided by our belief "Every Smile Counts..." Your Company implements the CSR projects primarily through 'Indo Count Foundation' and has also collaborated with other non-profits for carrying out various CSR Activities. Our CSR projects focusses on participatory and collaborative approach with the community and responds proactively to various emerging needs from time to time in the socio economic & environment space. Over a period of five (5) years, your Company had carried out CSR activities in the areas of Education, Healthcare, Women empowerment, cotton sustainability and Water & Sanitation.

Pursuant to provisions of Section 135 of the Companies Act, 2013, the Company had formulated a Corporate Social Responsibility (CSR) policy. The said CSR Policy of the Company was amended in lines with the Companies (Corporate Social Responsibility Policy) Amendment Rules, 2021 and the updated CSR policy is available on the website of the Company and web-link thereto is <https://www.indocount.com/CSR-Policy.pdf>

The Report on CSR activities implemented by the Company during the year under review is provided as "Annexure 2" to this Report.

#### AUDIT COMMITTEE

As on 31<sup>st</sup> March, 2024, the Audit Committee comprises of five (5) Directors / Members out of which four (4) are Independent Directors. The said composition is as per Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. More details on Audit Committee are given in Corporate Governance Report. All the recommendations made by the Audit Committee during the year under review were accepted by the Board.

#### AUDITORS

##### Statutory Auditors

In accordance with the provisions of Section 139 of the Companies Act, 2013, at the Annual General Meeting held on 29<sup>th</sup> September, 2022, M/s. Price Waterhouse Chartered Accountants LLP (Firm Registration No. 012754N / N500016) were appointed as the Statutory Auditors of the Company for a period of five (5) years commencing from the conclusion of 33<sup>rd</sup> Annual General Meeting (AGM) till the conclusion of the ensuing 38<sup>th</sup> AGM of the Company to be held in the Financial year 2026-27.

The Auditors' Report on standalone and consolidated financial statements for the year ended 31<sup>st</sup> March, 2024 forms integral part of this Annual Report. The Auditors' Report does not contain any qualifications, reservations, adverse remarks and disclaimer. Notes to the Financial Statements are self-explanatory and do not call for any further comments.

##### Secretarial Auditor

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rules thereunder, the Board had appointed Mrs. Kala Agarwal, Practicing Company Secretaries as Secretarial Auditor to conduct Secretarial Audit of the Company for the year ended 31<sup>st</sup> March, 2024. The Secretarial Audit Report issued by Secretarial Auditors in Form No. MR-3 is provided as "Annexure 3" to this Report. The Secretarial Audit Report does not contain any qualifications, reservations or adverse remark.

During the year under review, the Statutory Auditors and Secretarial Auditor have not reported any instances of frauds committed in the Company by its Officers or Employees under section 143(12) of the Companies Act, 2013 details of which needs to be mentioned in this Report.

#### SEGMENT

The Company operates only in a single segment i.e. Textile Segment.

#### PUBLIC DEPOSITS

During the year under review, your Company has not accepted any deposits from public, under Chapter V of the Companies Act, 2013.

#### CORPORATE GOVERNANCE REPORT

As per Regulation 34(3) read with Schedule V of the Listing Regulations, your Company has complied with the requirements of corporate governance. A Corporate Governance Report along with Certificate from Practicing Company Secretary confirming compliance of corporate governance for the year ended 31<sup>st</sup> March, 2024 is provided separately and forms integral part of this Annual Report.

#### MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Regulation 34 of the Listing Regulations, Management Discussion and Analysis containing Information inter-alia on industry trends, your Company's performance, future outlook, opportunities and threats for the year ended 31<sup>st</sup> March, 2024, is provided in a separate section forming integral part of this Annual Report.

#### BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORTING

A separate section on Business Responsibility and Sustainability Reporting forms part of the Annual Report as required under Regulation 34(2)(f) of the Listing Regulations.

#### ANNUAL RETURN

In terms of Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return of the Company is available on the website of the Company at <https://www.indocount.com/images/investor/Draft-Annual-Return-Form-MGT-7-FY-2023-24.pdf>

#### SECRETARIAL STANDARDS

During the year under review, your Company has complied with all the applicable Secretarial Standards i.e. SS-1 and SS-2 relating to 'Meeting of the Board of Directors' and 'General Meetings' respectively. The same has also been confirmed by Secretarial Auditors of the Company in the Secretarial Audit Report.

#### RELATED PARTY TRANSACTIONS

All Related Party Transactions (RPT) entered during FY 2023-24 were on arm's length basis and in the ordinary course of business and in compliance with the applicable provisions of the Companies Act, 2013 and the Listing Regulations. During the year under review, your Company did not enter into any material RPT under the provisions of Section 188 of the Act and Listing Regulations, accordingly, the disclosure of related party transactions, as required under Section 134(3)(h) of the Companies Act, 2013 in Form AOC-2 is not applicable to the Company and hence does not form part of this report.

The prior approval of the Audit Committee is obtained for all Related Party Transactions. A statement of all Related Party Transactions is reviewed by the Audit Committee on a quarterly basis. Your Company has adopted a policy on Related Party Transactions and it has been uploaded on the Company's website at <https://www.indocount.com/RPT Policy>

#### PARTICULARS OF LOANS, INVESTMENTS, GUARANTEES, SECURITIES UNDER SECTION 186 OF THE COMPANIES ACT, 2013

During the year under review, your Company has neither given loan to any bodies corporates or any other persons nor provided any corporate guarantee or security under Section 186 of the Companies Act, 2013. Particulars of investments and disclosure required under Section 186(4) of the Companies Act, 2013 are provided in the notes to the standalone financial statements.

#### RISK MANAGEMENT

Your Company recognizes that risk is an integral part of the business and is committed to manage the risks in a proactive and efficient manner. Your Company has adopted Risk Management Policy for risk identification, assessment and mitigation. Major risks identified by the Company are systematically addressed through mitigating actions on a continuous basis. Some of the risks that the Company is exposed to are financial risks, raw material price risk, regulatory risks, forex risks and economy risks. Risk factors and its mitigation are covered extensively in the Management Discussion and Analysis. The Internal Audit Reports and Risk Management Framework are reviewed by the Audit Committee. Further, the Company also has in place Risk Management Committee to assess the risks and to review risk management plans of the Company.



### VIGIL MECHANISM / WHISTLE BLOWER POLICY

Pursuant to the provisions of Section 177 (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, your Company has established a vigil mechanism for the Directors and employees of the Company to report concerns about unethical behaviour, actual or suspected incidents of fraud or violation of Code of Conduct. The details of Vigil Mechanism/ Whistle Blower Policy are provided in the Corporate Governance Report. The Vigil Mechanism/Whistle Blower Policy may be accessed on the Company's website at [www.indocount.com/images/investor/Whistle-Blower-Policy-Vigil-Mechanism.pdf](http://www.indocount.com/images/investor/Whistle-Blower-Policy-Vigil-Mechanism.pdf)

### POLICY ON PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE

Your Company always endeavours and provide conducive work environment that is free from discrimination and harassment including sexual harassment. Your Company has zero tolerance towards sexual harassment at workplace and has adopted a policy for prevention of Sexual Harassment of Women at workplace. The Company has set up an Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into complaints relating to sexual harassment at workplace of any woman employee. During the year under review, no complaints pertaining to sexual harassment were received and no complaint was pending as on 31<sup>st</sup> March, 2024.

### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO

Information on Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo required under Section 134(3)(m) of the Companies Act, 2013 read with rules thereunder is given as "Annexure 4" forming part of this Report.

### PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

The information required pursuant to Section 197 (12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 regarding remuneration of Directors, Key Managerial Personnel and other related disclosure is given as "Annexure 5" to this Report.

Information required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 viz. Details of top ten employees of the Company in terms of remuneration drawn during FY 2023-24 and particulars of employees drawing remuneration in excess of the limits specified in Rule 5(2) of the said rules is provided in "Annexure 5" forming part of this Report. As per the provisions of Section 136 of the Companies Act, 2013, the Annual Report and Accounts are being sent to the members of the Company excluding the said Annexure. Any member interested in obtaining a copy of said Annexure may write to the Company Secretary at the Registered Office of the Company. The said annexure will be available for inspection by the members at the Registered Office of the Company twenty-one (21) days before and upto the date of ensuing Annual General Meeting during the business hours on working day.

### INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company maintains adequate internal control system and procedures commensurate with its size and nature of operations. The internal control systems are designed to provide a reasonable assurance over reliability in financial reporting, ensure appropriate authorisation of transactions, safeguarding the assets of the Company and prevent misuse/ losses and legal compliances.

The internal control system includes a well-defined delegation of authority and a comprehensive Management Information System coupled with quarterly reviews of operational and financial performance, a well-structured budgeting process with regular monitoring of expenses and Internal audit. The Internal Audit reports are periodically reviewed by the management and the Audit Committee and necessary improvements are undertaken, if required.

### SIGNIFICANT OR MATERIAL ORDERS PASSED BY THE REGULATORS/COURTS

During the year under review, no significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

### MATERIAL CHANGES AND COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY

There are no material changes and commitments affecting the financial position of the Company which have occurred

between the end of the financial year 2023-24 and the date of this report.

### AWARDS

During the year under review, the Company/Foundation has received the following awards:

1. 'BW Sustainable World Awards 2023' for award category 'India's Most Water Efficient Organisation' of the year, conferred by Business World. This award recognizes organizations commitment towards improving water utilisation efficiency and have dedicated approach towards wastewater management, includes recycling, recovery and reuse of industrial effluents.
2. 'E-Retail Brand of the Year- 2023' was given for our domestic brand Boutique Living by the Economic Times at the ET Retail E-commerce and Digital Natives Awards (eDNA) 2023 for acknowledging and rewarding innovation, sustainability and revolutionary ideas in India's E-commerce and direct-to-consumer (D2C) brands.
3. The Indo Count Foundation was honoured by ASSOCHAM with the 2nd Runner Up position in the Healthcare category, **Best CSR in Healthcare (Implementing Organization)** for its actual work on the ground in providing quality healthcare to its local communities.
4. Awarded for exceptional commitment to sustainability by winning three National Level awards from the CITI Birla Economic & Textile Research Foundation towards dedication and commitment towards sustainability:

**Winner - Best Practices adopted by Textile Mills, especially in Social Responsibility & Green Practices**

**Winner - Innovative Material Management in Textile Mills  
Runner-Up - Best Sustainable Retail Practices**

5. Texprocil awarded **Gold Trophy in Category III for Cotton Madeups and Special achievement in Cotton Madeups.**
6. Federation of Indian Export Organizations (FIEO) awarded '**Niryat Shree Gold Trophy**' for the year 2020-21 for achieving outstanding performance in the export of goods and services.

### GENERAL

Your Director's state that:

1. During the year under review, there was no change in the nature of business of the Company.
2. Cost audit was not applicable to the Company during the year under review. However, pursuant to the Order made by the Central Government for the maintenance of cost records under section 148(1) of the Act, the prescribed accounts and records have been made and maintained.

### ACKNOWLEDGEMENTS AND APPRECIATION

Your Directors wish to place on record their appreciation for dedicated service and contribution made by the employees of the Company at all levels.

Your Directors would also like to place on record their appreciation for the continued co-operation and support received by the Company during the year from its customers, suppliers, bankers, financial institutions, business partners and other stakeholders.

On behalf of the Board of Directors

**Anil Kumar Jain**

Executive Chairman

DIN: 00086106

Date: 27<sup>th</sup> May, 2024

Place: Mumbai

Statement Containing Salient Features of the Financial Statements of Subsidiaries/ Associates/ Joint Ventures (Pursuant to the first proviso to sub-section (3) of section 129 read with Rule 5 of Companies (Accounts) Rules, 2014) for year ended 31<sup>st</sup> March, 2024

**PART A – SUBSIDIARIES**

Sr. No.	Name of the Subsidiary	Reporting currency of the subsidiary concerned	Exchange Rate as on 31 <sup>st</sup> March, 2024	Share Capital	Reserves and Surplus	Total Assets	Total Liabilities	Investments	Turnover	Profit Before Taxation	Provision for Taxation	Profit After Taxation	Proposed Dividend	% of Shareholding	Country
1	Indo Count Retail Ventures Private Limited	INR	NA	1.00	(0.77)	0.51	0.28	NIL	1.40	(0.04)	-	(0.04)	NIL	100	India
2	Indo Count Global Inc.	USD	83.41	446.19	5,360.47	23,593.67	17,787.01	NIL	50,000.30	1,165.94	126.53	1,039.41	NIL	100	USA
3	Indo Count UK Limited	GBP	105.03	79.62	374.45	2,756.84	2,302.77	NIL	4,327.48	243.56	31.83	211.73	NIL	100	UK
4	Indo Count Global DMCC	AED	22.71	530.65	188.85	1,031.11	311.61	NIL	562.11	(54.51)	-	(54.51)	NIL	100	UAE

**Notes:**

1. Reporting period of the Subsidiaries is April to March.
2. During the year under review, there are no subsidiaries which are sold or liquidated.

For and on behalf of Board of Directors

**Anil Kumar Jain**  
Executive Chairman  
DIN: 00086106

**Kailash R. Lalpuria**  
Executive Director & CEO  
DIN: 00059758

**K. Muralidharan**  
Chief Financial Officer

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

**PART B - ASSOCIATES / JOINT VENTURES – NIL**

## Annual Report on Corporate Social Responsibility (CSR) activities for the financial year 2023-24

### 1. Brief outline on CSR Policy of the Company.

Pursuant to the requirements of the Companies Act, 2013 and the rules made thereunder (as amended from time to time), your Company has framed a CSR Policy. The key philosophy of Company's CSR initiatives is guided by the belief "Every Smile Counts ...". The CSR policy of the Company encompasses its philosophy as a corporate citizen and lays down the guidelines and mechanism for undertaking socially useful programmes for welfare & sustainable development of the community at large.

Our Vision is to Improve the quality of Life of Communities and create a positive impact on Environment through interventions in the areas of Socio Economic development, Education, Health and Sustainability. Our Mission envisages the aim to work with communities with an inclusive and integrated approach in which everyone can realize their full potential of development and growth, as an Individual/Group/Community/Society. Our mission therefore is to help create a healthy and caring society capable of contributing towards greater good for everyone.

The focus areas for CSR are Education and Healthcare supported by CSR Activities in the areas of Women Empowerment, Water and Sanitation and Rural Development. Going forward, the Company will continue to focus on Education, Healthcare and Environment. The Company primarily undertakes CSR activities through its own trust "Indo Count Foundation" and collaborates with other associations/trusts/NGO as well.

### 2. Composition of ESG & CSR Committee:

Sl. No.	Name of Director	Designation / Nature of Directorship	Number of meetings of ESG & CSR Committee held during the year	Number of meetings of ESG & CSR Committee attended during the year
1.	Dr. (Mrs.) Vajjayanti Pandit	Chairperson (Independent Director)	4	4
2.	Mr. Anil Kumar Jain	Member (Executive Chairman)	4	4
3.	Mr. Kailash R. Lalpuria	Member (Executive Director & CEO)	4	4
4.	Mr. Kamal Mitra	Member (Executive Director)	4	1
5.	Dr. Sanjay Kumar Panda	Member (Independent Director)	4	4

### 3. Provide the web-link where Composition of ESG & CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.

The web-link for Composition of ESG & CSR committee:

<https://www.indocount.com/board-of-directors-and-various-committees-of-the-board>

The web-link for CSR Policy: [www.indocount.com/images/investor/ICorporate-Social-Responsibility-CSR-Policy.pdf](http://www.indocount.com/images/investor/ICorporate-Social-Responsibility-CSR-Policy.pdf)

The web-link for CSR projects: <https://www.indocount.com/about-us/csr>

### 4. Provide the executive summary along with web-link(s) of Impact assessment of CSR Projects carried out in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report):

The provisions of impact assessment in pursuance of sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 are not applicable.



**5. Average net profit of the Company as per section 135(5):**

- (a) Average net profit of the Company for last three (3) financial years is ₹38,173.12 lakhs
- (b) Two percent of average net profit of the Company as per section 135(5): ₹763.46 lakhs
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL
- (d) Amount required to be set off for the financial year, if any: ₹10.13 Lakhs
- (e) Total CSR obligation for the financial year (5b+5c- 5d): ₹753.33 lakhs

**6. (a) Amount spent on CSR Projects (both Ongoing project and other than ongoing projects):**

- (i) Ongoing Project: ₹30.75 Lakhs
- (ii) Other Ongoing Project: ₹696.83 Lakhs
- (b) Amount spent in Administrative Overheads: ₹18.53 Lakhs
- (c) Amount spent on Impact Assessment, if applicable: ₹11.32 Lakhs
- (d) Total amount spent for the Financial Year (6a+6b+6c): ₹757.43 Lakhs

**(e) CSR amount spent or unspent for the financial year:**

Total Amount Spent for the Financial Year (₹ in lakhs)	Amount Unspent (₹ in lakhs)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
757.43	NIL	NA		NA	

**(f) Excess amount for set off, if any**

Sl. No.	Particular	Amount (₹ in lakhs)
(i)	Two percent of average net profit of the Company as per Section 135(5) (₹10.13 Lakhs of excess amount set off during the year)	753.33
(ii)	Total amount spent for the Financial Year	757.43
(iii)	Excess amount spent for the financial year [(ii)-(i)]	4.10
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	4.10

**7. Details of Unspent CSR amount for the preceding three (3) financial years:**

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (₹ in lakhs)	Balance Amount in Unspent CSR Account under Section 135 (6) (₹ in lakhs)	Amount Spent in the financial year (in ₹ lakhs)	Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(6), if any		Amount remaining to be spent in succeeding financial years (₹ in lakhs)	Deficiency, if any
					Amount (₹ in lakhs)	Date of transfer		
1.	2022-23	-	-	-	-	NA	-	NA
2.	2021-22	-	-	-	-	NA	-	NA
3.	2020-21	37.43	37.43	37.43	-	NA	-	NA

**8. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details).**

- (a) Date of creation or acquisition of the capital asset(s): None
- (b) Amount of CSR spent for creation or acquisition of capital asset: Nil
- (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.: Not Applicable
- (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset): Not Applicable

**9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per Section 135(5). – Not Applicable**

Sd/- Sd/ Sd/-

**Dr. (Mrs.) Vijayanti Pandit** **Mr. Anil Kumar Jain** **Mr. Kailash R. Lalpuria**

Chairperson, ESG & CSR Committee Member of ESG & CSR Committee Member of ESG & CSR Committee

DIN: 06742237 DIN: 00086106 DIN: 00059758

Date: 27<sup>th</sup> May, 2024  
Place: Mumbai

ANNEXURE - 3

FORM NO. MR-3

## SECRETARIAL AUDIT REPORT

For the financial year ended on 31<sup>st</sup> March, 2024

(Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014)

To,  
The Members,  
**Indo Count Industries Limited**  
Office No. 1, Plot No. 266,  
Village Alte Kumbhoj Road,  
Taluka Hatkanangale, Kolhapur,  
Maharashtra- 416109

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Indo Count Industries Limited (hereinafter called the "Company")**. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the Financial Year ended on **31<sup>st</sup> March, 2024**, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and Compliance mechanisms in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31<sup>st</sup> March, 2024 according to the provisions of:

- A. The Companies Act, 2013 (the Act) and the rules made there under;
- B. The Securities Contracts (Regulation) Act, 1956 ('SCRA) and the rules made there under;
- C. The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

D. The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz.:

- (a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- (e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- (i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

E. Other Applicable Acts,

- (a) Factories Act, 1948
- (b) Payment of Wages Act, 1936, and rules made thereunder,
- (c) The Minimum Wages Act, 1948, and rules made thereunder,
- (d) Employees' State Insurance Act, 1948, and rules made thereunder,

- (e) The Employees' Provident Fund and Miscellaneous Provisions Act, 1952, and rules made thereunder,
- (f) The Payment of Bonus Act, 1965, and rules made thereunder,
- (g) Payment of Gratuity Act, 1972, and rules made thereunder,
- (h) Standards of Weights and Measurement Act, 1976,
- (i) The Water (Prevention & Control of Pollution) Act, 1974, Read with Water (Prevention & Control of Pollution) Rules, 1975,
- (j) Air (Prevention & Control of Pollution) Act, 1981,
- (k) Hazardous Wastes (Management, Handling & Transboundry Movement) Rules, 2008
- (l) Food Safety and Standards Act, 2006, and rules made there under.
- (m) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.

Date: 27<sup>th</sup> May, 2024

Place: Mumbai

**Note:** This report is to be read with our letter of even date which is annexed as '**ANNEXURE A**' and forms an integral part of this report.

- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Ltd. and Bombay Stock Exchange Ltd.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

**We further report that,**

- a) The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.
- b) Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance.
- c) Majority of the decisions being carried through were captured and recorded as part of the minutes.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Kala Agarwal**  
Practising Company Secretary  
CP No. 5356  
UDIN: F005976F000456822



ANNEXURE - A

To,  
The Members,  
**Indo Count Industries Limited**  
Office No. 1, Plot No. 266,  
Village Alte Kumbhoj Road,  
Taluka Hatkanangale, Kolhapur,  
Maharashtra- 416109

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

**Kala Agarwal**  
Practising Company Secretary  
CP No. 5356  
UDIN: F005976F000456822

Date: 27<sup>th</sup> May, 2024  
Place: Mumbai

ANNEXURE - 4

## Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Information on Conservation of Energy, Technology absorption, Foreign Exchange Earnings and Outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 for the year ended 31<sup>st</sup> March, 2024 is provided hereunder:

**(A) CONSERVATION OF ENERGY:**

**(i) Steps taken or impact on conservation of energy**

Our Company makes continuous efforts for conservation of energy through various practices. Some of the measures for conservation of energy implemented in the areas of spinning and Home Textiles are captured below:

**1. Power:**

- a) Renewable Energy: Existing Biogas capacity enhanced to generate more power output from this natural renewable energy source (Genset capacity enhanced from 125 KVA to 250 KVA). With this we have reduced MSEB power requirement by almost 4,90,000 Units annually.
- b) Latest technology IE3 Energy Efficient motors along with efficient pumps installed in our ETP Expansion project to conserve energy consumed.
- c) Steam output pressure reduced from 5 bar to 4 bar, thereby increasing backpressure turbine power output by 20%.
- d) High-efficiency Blower installed at Non-Coloured ETP to maintain the Dissolved Oxygen (DO) level, this has resulted in 10% power conservation compared to conventional blowers.
- e) Skylights installed in New TOB unit to utilize natural lighting reducing power requirements from MSEB.

**2. Water:**

- a) ETP/RO/MEE Capacity enhancement done to reduce freshwater consumption from 50% to 25%, moving closer towards ZLD.
- b) Condensate recovery is increased by another 25% there by maintaining feed water temperature@ 85 deg C. This has resulted in dual benefit from "Fuel saving" as well as "Water saving".

**3. Steam / Coal (Fuel):**

Steam Dryness fraction meter is installed on the steam header to monitor the dryness of steam for better heat transfer there by generating savings in fuel/coal.

**(ii) Steps taken by the Company for utilizing alternate sources of energy**

Initiated the use of Green Fuel –i.e Biomass in our Boilers. This fuel is mixed with coal and fed to boiler; we can use up to appx.10 % of biofuel reducing coal (fossil fuel) requirements.

**(iii) Capital investment on conservation of Energy**

Additional, 1.25 MW Solar installation completed and taken inline reducing MSEB power required by almost 18 Lac Units annually.

**(B) TECHNOLOGY ABSORPTION:**

- (i) Efforts made towards technology absorption & benefits derived: Not Applicable
- (ii) in case of imported technology (imported during the last three (3) years reckoned from the beginning of the financial year): Not Applicable
- (iii) The expenditure incurred on Research and Development:  
Capital expenditure incurred on Research and Development during the financial year 2023-24 is ₹10.93 lakhs.

**(C) FOREIGN EXCHANGE EARNINGS AND OUTGO**

(₹ In Lakhs)

Particulars	2023-24	2022-23
Foreign Exchange earned	2,91,876.57	2,42,429.70
Foreign Exchange outgo	43,267.74	30,583.74

More details are provided in Notes to financial statements.

On behalf of the Board of Directors

**Anil Kumar Jain**  
Executive Chairman  
DIN: 00086106

Date: 27<sup>th</sup> May, 2024  
Place: Mumbai

ANNEXURE - 5

**Disclosure pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment & Remuneration of Managerial Personnel), Rules, 2014**

(i) Name of the Director	Designation	Remuneration of Directors / KMP for the year ended 31 <sup>st</sup> March, 2024 (₹ In Lakhs)	Ratio to Median Remuneration	% increase in remuneration for the year ended 31 <sup>st</sup> March, 2024
Mr. Anil Kumar Jain	Executive Chairman	1,494.24	429.38	18.86
Mr. Mohit Jain	Executive Vice Chairman	1,168.34	335.73	20.89
Mr. Kailash R. Lalpuria	Executive Director & CEO	313.63	90.12	(1.37)
Mr. Kamal Mitra	Director (Works)	74.27	21.34	10.16
Mr. Dilip J. Thakkar	Non-Executive Independent Director	13.00	3.74	
Mr. Prem Malik	Non-Executive Independent Director	13.75	3.95	
Dr. (Mrs.) Vajjayanti Pandit	Non-Executive Independent Director	12.25	3.52	
Dr. Sanjay Kumar Panda	Non-Executive Independent Director	11.50	3.30	
Mr. Siddharth Mehta	Non-Executive Independent Director	11.50	3.30	
Mr. Akash Kagliwal	Non-Executive Independent Director	3.75	1.08	
Mr. L. Viswanathan	Non-Executive Independent Director	7.00	2.01	
Mr. K. Muralidharan	Chief Financial Officer	78.00	22.41	11.44
Mr. Satnam Saini	Company Secretary	44.57	12.81	

\*Note:

- The remuneration of Independent Directors has varied on account of number of meetings attended by them.
- Mr. Satnam Saini was appointed as a Company Secretary & Compliance Officer w.e.f. 4<sup>th</sup> December, 2022. Since his appointment was made in the mid of FY 2022-23, the remuneration is not comparable and hence percentage change in remuneration is not provided in the table.

**(ii) The percentage increase in the median remuneration of employees in the financial year 2023-24- (0.57%)**

**(iii) The number of permanent employees on the rolls of company – 3667 as on 31<sup>st</sup> March, 2024**

**(iv) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof – Average percentile increase in salaries of employees other than managerial personnel is 9.55% whereas percentile increase in the managerial remuneration is 16.92% The increase in remuneration is determined based on the performance by the employees of the Company.**

**(v) We affirm that the remuneration paid during the year 2023-24 is as per the Remuneration Policy of the Company.**

On behalf of the Board of Directors

**Anil Kumar Jain**  
Executive Chairman  
DIN: 00086106

Date: 27<sup>th</sup> May, 2024  
Place: Mumbai



# corporate governance report

In compliance with Regulation 34(3) read with Part C of Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), a report on Corporate Governance for the year ended 31<sup>st</sup> March, 2024 is given below:

## 1. Company's Philosophy on Code of Governance

Your Company is committed to the adoption of best governance practices and their adherence in true spirit at all times. Your Company's philosophy on Corporate Governance enshrines the goal of achieving the highest levels of transparency, accountability and ethical behavior in all spheres of its operations and in communications with stakeholders. Your Company continuously strives for the betterment of its Corporate Governance mechanisms to improve efficiency, transparency and accountability of its operations. Through the Governance mechanism in the Company, the Board along with its Committees undertakes its fiduciary responsibilities to all its stakeholders by ensuring transparency, fair play and independence in its decision making.

## 2. Board of Directors

### a) Composition

The Board is headed by Mr. Anil Kumar Jain, Executive Chairman of the Company. As on 31<sup>st</sup> March, 2024, the Board comprises of eleven (11) Directors out of which four (4) are Executive Directors and seven (7) are Non-Executive Independent Directors including one (1) Woman Director. The composition of the Board is in conformity with the requirements of Regulation 17 of the Listing Regulations. All Directors are competent and experienced personalities in their respective field.

The composition of the Board, details of other Directorships and Committee positions as on 31<sup>st</sup> March 2024 are given below:

Name of the Director	DIN	Category	Number of Directorships held in other public companies <sup>#</sup>	Number of Membership/ Chairmanship of Board Committees <sup>@</sup>		Number of Directorships held in other listed companies along with nature of Directorship
				Member	Chairman	
Mr. Anil Kumar Jain Executive Chairman	00086106	Executive (Promoter)	1	2	NIL	Margo Finance Limited – C & NENID
Mr. Mohit Jain Executive Vice Chairman	01473966	Executive (Promoter)	NIL	NIL	NIL	NIL
Mr. Kailash R. Lalpuria Executive Director & CEO	00059758	Executive	NIL	2	NIL	NIL
Mr. Kamal Mitra Director (Works)	01839261	Executive	NIL	NIL	NIL	NIL
Mr. Dilip J. Thakkar	00007339	NEID	2	2	2	Black Box Limited - NEID
Mr. Prem Malik	00023051	NEID	2	1	1	NIL

Name of the Director	DIN	Category	Number of Directorships held in other public companies <sup>#</sup>	Number of Membership/ Chairmanship of Board Committees <sup>@</sup>		Number of Directorships held in other listed companies along with nature of Directorship
				Member	Chairman	
Dr. (Mrs.) Vajjayanti Pandit	06742237	NEID	7	5	1	1. Banswara Syntex Ltd - NEID 2. Automobile Corporation of Goa Limited - NEID 3. I G Petrochemicals Limited - NEID 4. Everest Kanto Cylinder Limited – NEID
Dr. Sanjay Kumar Panda	02586135	NEID	1	1	NIL	NIL
Mr. Siddharth Mehta	03072352	NEID	1	1	1	TCI Industries Limited – NEID
Mr. Akash Kagliwal	01691724	NEID	2	NIL	NIL	1. Nath Industries Limited – ED 2. Nath Bio-Genes (India) Limited
Mr. L. Viswanathan	00193056	NEID	1	2	1	Vinyl Chemicals (India) Ltd - NEID

C = Chairman; NENID = Non-Executive Non-Independent Director; NEID = Non-Executive Independent Director

<sup>#</sup>Number of Directorships held in other public companies excludes Directorship of Indo Count Industries Limited, Directorships in private companies, deemed public companies, foreign companies, Section 8 companies and alternate Directorships.

<sup>@</sup>Only Membership / Chairmanship of Audit Committee and Stakeholders' Relationship Committee of listed and unlisted public limited companies including Indo Count Industries Limited are considered. Further, the number of Memberships does not include the number of Chairmanships.

Memberships or Chairmanships of the stipulated Board Committees held by all Directors are within the limit specified under Regulation 26 (1) of the Listing Regulations. None of the Directors hold Directorships in more than twenty (20) Companies including ten (10) Public Companies pursuant to the provisions of Section 165 and all the Directors have made necessary disclosures regarding their directorships as required under Section 184 of the Companies Act, 2013. Further, the other directorships held by all Directors including Independent Directors are within the limit prescribed under Listing Regulations.

During the year under review, all Independent Directors of the Company fulfill the criteria of Independence as specified under Section 149 (6) of the Companies Act, 2013 and Regulation 16(1)(b) of the Listing Regulations and have furnished declaration of independence to that effect pursuant to Section 149(7) of the Companies Act,

2013 and Regulation 25(8) of the Listing Regulations. The said declarations of independence were reviewed and taken on record by the Board and in the opinion of the Board, all Independent Directors of the Company fulfill the criteria of independence and all conditions specified in the Listing Regulations and are independent of the management.

### Inter – se relationship among directors

There is no inter-se relationship amongst any of the Directors of the Company except Mr. Mohit Jain, Executive Vice Chairman who is son of Mr. Anil Kumar Jain, Executive Chairman of the Company.

### b) Independent Directors

The Board has designated Mr. Siddharth Mehta as the Lead Independent Director w.e.f. 26th December, 2023.

During the year under review, a Meeting of Independent Directors of the Company was held on 29<sup>th</sup> March, 2024

through VC wherein all Independent Directors attended the meeting. At the said meeting, Independent Directors discussed and evaluated performance of Executive Chairman and other Whole-time Directors, the Board and its various Committees as a whole and also assessed the quality, quantity and timeliness of flow of information between the management of the Company and the Board that is necessary for the Board to effectively and reasonably perform its duties.

**c) Familiarisation Programme**

Your Company has in place Familiarisation Programme for the Independent Directors to familiarize them about the Company and their role, rights and responsibilities in the Company. At the time of appointment of Directors (including Independent Directors), a formal letter of appointment is given to them, which inter alia explains the role, function, duties and responsibilities expected from them as Directors of the Company. The draft letter of appointment containing terms and conditions of their appointment is available on the website of the Company [www.indocount.com](http://www.indocount.com). The Directors are also explained about the compliances required from him/her under the Companies Act, 2013, Listing Regulations

and other applicable laws. The Chairman also does one to one discussion with the newly appointed Directors to familiarise them with the Company's operations. On the request of the individual director, site visits to plant locations are also organized by the Company for the Directors to enable them to understand the operations of the Company. Further, on an ongoing basis, as a part of Agenda of Board Meetings, discussions are made on various matters inter alia covering the Company's business and operations, Industry and regulatory updates, etc.

The Familiarisation Programme and details of Familiarisation Programme imparted during FY 2023-24 are uploaded on the website of the Company [www.indocount.com](http://www.indocount.com) and can be accessed through web-link: [www.indocount.com/images/investor/ICIL-Familiarisation-Program.pdf](http://www.indocount.com/images/investor/ICIL-Familiarisation-Program.pdf) and <https://www.indocount.com/images/investor/Familiarisation-Program-imparted-2023-2024.pdf>

**d) Matrix of skills/competence/expertise of Directors**

The following matrix summarizes list of core skills/expertise/competencies identified by the Board as required in the context of its business and the sector in which the Company operates.

**Board Competency Matrix**

Industry Knowledge/Experience	Technical Skills/Expertise/Competencies	
Industry Experience & Global Business	Finance & Accounting	Leadership
Textile Sector Knowledge	Legal & Governance	Business Administration
Knowledge of Broad Public Policy Domain	Sales and Marketing	Corporate Restructuring
Understanding of government legislation/legislative process	Information Technology	Human Resource Management
Sustainability	Public Relation	Strategy and Business Development
Supply Chain Management	Risk Management	Corporate Social Responsibility

The Company's Board comprises of qualified members, who possesses aforesaid knowledge, experience, technical skills, expertise and competencies for effective contribution to the Board and its committee. Details of the skills/expertise/competencies possessed by the Directors who were part of the Board as on 31<sup>st</sup> March, 2024 are as follows:

Name	Qualifications	Years of Experience	Expertise
Mr. Anil Kumar Jain	B.Com (Hons.)	40+	Business & Corporate Strategy, Industry Experience, Textile field expertise
Mr. Mohit Jain	Graduate from Babson College, USA	20+	Global Marketing, Economics, Finance and Entrepreneurship
Mr. Kailash R Lalpuria	Chartered Accountant	35+	Textile Sector, Strategic growth, Planning Joint Ventures, Developing Overseas Sales Team, Business Development, Sales and Marketing.

Name	Qualifications	Years of Experience	Expertise
Mr. Kamal Mitra	Bachelor's degree in Textile Engineering	30+	Production and Technical, Textile field expertise
Mr. Dilip J. Thakkar	Chartered Accountant. Fellow Member of Institute of Chartered Accountants of India	60+	Finance, FEMA and Taxation, Accounts & Audit
Mr. Prem Malik	Master in Arts (MA Hons.)	55+	Textile and Clothing industry, Business strategies
Dr. (Mrs.) Vijayanti Pandit	PhD. in Management Studies and Diploma in Journalism and Mass Communications and master's in political science.	40+	Management Studies, Political Science, Journalism and Mass Communications, CSR
Dr. Sanjay Kumar Panda	Retired IAS Officer. Diploma in Forestry, PhD in Economics	40+	Textile sector, Economics, CSR
Mr. Siddharth Mehta	L.L.M. degree from Columbia University School of Law, New York; General Course on Intellectual Property, World Intellectual Property Organization, Geneva.	20+	Legal, Taxation, Financing, Merger & Acquisitions, Capital Markets & Regulatory Areas.
Mr. Akash Kagliwal	BA (Hons) graduate in International Business from Regent Business School, London	18+	Strong business development professional and has following skills in Strategic Negotiations, Risk Management, Environment, Health, and Safety (EHS), Business Model Innovation and Manufacturing
Mr. L. Viswanathan	Bachelor's degree in Science from St. Xavier's College, Calcutta University, fellow Member of the Institute of Cost Accountant of India, a Certified Public Accountant from USA	40+	Finance, Business Development, Operations, HR and systems in Capital Market Financial Services, IT, Media and Pharmaceutical industry.

**e) Board Meetings**

During the financial year 2023-24, Four (4) Board Meetings were held on 30<sup>th</sup> May, 2023, 7<sup>th</sup> August, 2023, 6<sup>th</sup> November, 2023, and 29<sup>th</sup> January, 2024 through Video Conferencing. The maximum time gap between any two (2) consecutive Board Meetings of the Company did not exceed 120 days.

**Annual General Meeting**

The Ministry of Corporate Affairs ("MCA") has, vide its circular no. 10/2022 dated 28<sup>th</sup> December, 2022 read together with circular nos. 20/2020, 21/2021 and 02/2022 dated 5<sup>th</sup> May, 2020, 14<sup>th</sup> December, 2021 and 5<sup>th</sup> May, 2022 respectively (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM") during the calendar year 2023 through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue till 30<sup>th</sup> September, 2023. Accordingly, 34<sup>th</sup> AGM of the Company was held on 21<sup>st</sup> August 2023 through VC.



### Attendance of Directors at Board Meetings and AGM

Attendance of Directors at the Board Meetings and the Annual General Meeting ("AGM") held through VC/OAVM during the year under review is as under:

Name of the Director	No. of Meetings held during the tenure of directorship	No. of Meetings attended	Attendance at last AGM held on 21 <sup>st</sup> August, 2023 through VC
Mr. Anil Kumar Jain	4	4	Yes
Mr. Mohit Jain	4	3	Yes
Mr. Kailash R. Lalpuria	4	4	Yes
Mr. Kamal Mitra	4	4	Yes
Mr. Dilip J. Thakkar	4	4	Yes
Mr. Prem Malik	4	4	Yes
Dr. (Mrs.) Vijayanti Pandit	4	4	Yes
Dr. Sanjay Kumar Panda	4	4	Yes
Mr. Siddharth Mehta	4	4	Yes
Mr. Akash Kagliwal	3	3	Yes
Mr. L. Viswanathan	3	3	Yes

Mr. Dilip J. Thakkar, Mr. Prem Malik and Dr. (Mrs.) Vijayanti Pandit, who are also the Chairperson of Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee respectively, were present at the last AGM held through VC/OAVM on 21<sup>st</sup> August, 2023.

#### f) Board Meetings Procedure

In order to ensure maximum presence of all Directors in the Board Meeting, dates of the Board Meetings are fixed in advance after consultation with individual directors and consideration of their convenience. The agenda papers along with relevant explanatory notes and supporting documents are circulated within prescribed time to all Directors. All the provisions of Section 173(2) of the Act read together with Rule 3 of the Companies (Meetings of the Board and its powers) Rules, 2014 were complied with while holding all Board Meetings/Committee Meetings through VC.

Apart from any specific matter, the Board periodically reviews routine business items which includes approval of financial results along with Auditors Review Report, operational performance of the Company, minutes of committee meetings, quarterly corporate governance report, statement of investor complaints, shareholding pattern, compliance report on all laws applicable to the

Company, annual financial statements, annual budget, capital expenditure and other matters placed before the Board pursuant to Part A of Schedule II of Listing Regulations.

### 3. Audit Committee

#### (a) Terms of reference

The terms of reference of the Audit Committee covers matters specified under Regulation 18(3) read with Part C of Schedule II of Listing Regulations and Section 177 of the Companies Act, 2013 as amended from time to time. The terms of reference of Audit Committee *inter alia* includes following matters:

#### Financial Reporting and Related Processes

- Oversight of the Company's financial reporting process and disclosure of its financial information.
- Reviewing with the Management the quarterly unaudited financial results and Auditors Review Report thereon and make necessary recommendation to the Board.
- Reviewing with the Management audited annual financial statements and Auditors' Report thereon and make necessary recommendation to the Board. This would, *inter alia*, include reviewing changes in

the accounting policies, if any, major accounting estimates based on exercise of judgment by the Management, significant adjustments made in the financial statements arising out of audit findings, disclosure of related party transactions, compliance with legal and other regulatory requirements with respect to the financial statements.

- Reviewing the Management Discussion & Analysis of financial and operational performance and Board's Report.
- Scrutiny of inter-corporate loans and investments.
- Reviewing the utilization of loans and/ or advances from/ investment by the holding Company in the subsidiary exceeding ₹100 crores or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments.

#### Internal Controls and Governance Processes

- Review the adequacy and effectiveness of the Company's internal control system. Evaluation of Internal Financial Controls and Risk Management Systems, Review and discuss with management, the Company's major financial risk exposures and steps taken by the Management to monitor and control such exposure.
- Review adequacy of internal audit function, internal audit reports and discussion with Internal Auditors on significant findings and follow-up thereon.
- To oversee and review the functioning of a Vigil Mechanism / Whistle Blower Policy.
- Approval of Related Party Transactions (RPT) or any subsequent modifications of RPT and review of RPT on quarterly basis.
- Approval of appointment of Chief Financial Officer.

#### Audit & Auditors

- Review and monitor Auditor's Independence and performance and effectiveness of Audit process.
- Reviewing with the management, performance of internal and statutory auditors, adequacy of internal control systems.
- Review the scope of the Statutory Auditor, the Internal Audit Plan with a view to ensure adequate coverage.
- Review the significant audit findings from the statutory and internal audits carried out, the recommendations and Management's response thereto.
- Review and recommend to the Board, appointment, remuneration and terms of appointment of the Auditors including Internal Auditors.
- Approval of such other services to be rendered by the Statutory Auditors except those enumerated in Section 144 of the Companies Act, 2013 and payment for such services.

#### (b) Composition and Meetings

As on 31<sup>st</sup> March, 2024, the Audit Committee comprises of five (5) Directors / Members out of which four (4) are Independent Directors and one (1) is Executive Director. Mr. Dilip Thakkar, Non-Executive Independent Director as Chairman of the Audit Committee is a Chartered Accountant and all members of the Audit Committee are professionals, experienced and possess sound knowledge of finance, accounting practices and internal controls.

During the year under review, five (5) Audit Committee Meetings were held on 26<sup>th</sup> May, 2023, 30<sup>th</sup> May, 2023, 7<sup>th</sup> August, 2023, 6<sup>th</sup> November, 2023 and 29<sup>th</sup> January, 2024 through Video conferencing. The maximum time gap between any two (2) consecutive Audit Committee Meetings of the Company did not exceed one hundred and twenty (120) days.

The Composition of Audit Committee as on 31<sup>st</sup> March, 2024 and attendance of Directors at the Audit Committee Meetings held through VC during the year under review is as under:

Name of the Director	Category	No. of Meetings held during the tenure of directorship	No. of Meetings attended
Mr. Dilip J. Thakkar (Chairman)	Non-Executive Independent	5	5
Mr. Prem Malik	Non-Executive Independent	5	5
Mr. Kailash R. Lalpuria	Executive	5	5
Mr. Siddharth Mehta	Non-Executive Independent	5	5
Mr. L. Viswanathan	Non-Executive Independent	3	3

All members of Audit Committee were also present at the last AGM held through VC/OAVM on 21<sup>st</sup> August, 2023.

The representatives/partner of the Statutory Auditors, Internal Auditors and Chief Financial Officer were invitees to the Audit Committee Meetings. The Company Secretary acts as the Secretary of the Audit Committee.

#### 4. Stakeholders' Relationship Committee

##### a) Composition and Meetings

There was no change in the composition of Stakeholders' Relationship Committee during the year under review. As on 31<sup>st</sup> March, 2024, the Stakeholders' Relationship Committee (SRC) consists of three (3) Directors/Members viz. Dr. (Mrs.) Vaijayanti Pandit, Non-Executive Independent Director as Chairperson of the Committee, Mr. Anil Kumar Jain, Executive Chairman and Mr. Kailash R. Lalpuria, Executive Director & CEO as Members.

Name of the Director	Category	No. of Meetings held during the tenure of directorship	No. of Meetings attended
Dr. (Mrs.) Vaijayanti Pandit, Chairperson	Non-Executive Independent	1	1
Mr. Kailash R. Lalpuria	Non-Executive Independent	1	1
Mr. Anil Kumar Jain <sup>#</sup>	Executive	1	1

<sup>#</sup>Executive Chairman of the Company

Pursuant to the provisions of Regulation 20(3A) of Listing Regulations, with effect from 1<sup>st</sup> April, 2019, it is mandatory to hold at least one (1) SRC Meeting in a financial year. During the year under review, one (1) meeting of Stakeholders' Relationship Committee was held on 2<sup>nd</sup> December, 2023 physically and the said meeting was attended by all members of the Committee.

##### b) Terms of Reference

The role of the Stakeholders Relationship Committee ("SRC") *inter alia* includes terms of reference as specified in Point B of Part D of Schedule II of Listing Regulations as under:

- Resolving the grievances of the security holders of the Company
- Review of measures taken for effective exercise of voting rights by shareholders
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent
- Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company.

##### c) Investor Complaints

Your Company takes all effective steps to resolve complaints from shareholders of the Company. The Complaints are duly attended by the Company/ Registrar & Transfer Agent and the same are resolved within prescribed time.

During the year 2023-24, nineteen (19) complaints were received from the shareholders of the Company and the same were duly resolved. No complaint was pending as on 31<sup>st</sup> March, 2024. The said complaints were received from BSE Limited on BSE Portal and SEBI.

##### d) Compliance Officer

Mr. Satnam Saini, Company Secretary is Compliance Officer of the Company.

#### 5. Nomination and Remuneration Committee

##### (a) Brief description of terms of reference

The terms of reference of the Nomination and Remuneration Committee ("NRC") includes the matters stipulated in Point A of Part D of Schedule II of the Listing Regulations and Section 178 of the Companies Act, 2013 as under:

- Formulation of the criteria for determining qualifications, positive attributes and independence

of a director and recommend to the Board a policy relating to the remuneration of the Directors, Key Managerial Personnel (KMP) and other employees.

- Lay down criteria for identifying and selection of candidates for appointment as Directors/ Independent Directors and KMP and other Senior Management positions.
- Recommendation to the Board about appointment, re-appointment, removal of Directors, Senior Management Personnel and KMP in accordance with the criteria laid down.
- Recommendation to the Board on remuneration payable to the Directors of the Company.
- Formulation of the criteria for evaluation of performance of every Director and carry out performance evaluation of Directors and to recommend to the Board whether to extend or

continue the term of appointment of Independent Director.

- Devising a policy on Board Diversity.
- Recommendation to the board, all remuneration, in whatever form, payable to senior management.

##### (b) Composition, Meetings and Attendance

During the year under review, there has been no change in the composition of NRC. As on 31<sup>st</sup> March, 2024, NRC comprises of four (4) Directors/Members headed by Mr. Prem Malik, Non-Executive Independent Director as Chairman.

Pursuant to the provisions of Regulation 19(3A) of Listing Regulations, with effect from 1<sup>st</sup> April, 2019, it is mandatory to hold at least one (1) NRC Meeting in a financial year. During the year under review, three (3) meetings of NRC were held through VC on 30<sup>th</sup> May, 2023, 24<sup>th</sup> August, 2023 and 24<sup>th</sup> January, 2024.

Composition of NRC as on 31<sup>st</sup> March, 2024 and Attendance of members at the NRC Meetings held through VC during the year under review is as under:

Name of the Director	Category	No. of Meetings held during the tenure of directorship	No. of Meetings attended
Mr. Prem Malik, Chairman	Non-Executive Independent	3	3
Dr. (Mrs.) Vaijayanti Pandit	Non-Executive Independent	3	3
Mr. Anil Kumar Jain <sup>#</sup>	Executive	3	3
Dr. Sanjay Kumar Panda	Non-Executive Independent	3	3

<sup>#</sup>Executive Chairman of the Company

##### (c) Nomination and Remuneration Policy

Pursuant to Section 178 of the Companies Act, 2013, NRC has formulated "Nomination and Remuneration Policy" which deals *inter alia* with nomination and remuneration of Directors, Key Managerial Personnel, Senior Management. The said policy is uploaded on the website of the Company and web-link thereto is <https://www.indocount.com/images/investor/Nomination-and-Remuneration-Policy2.pdf>

##### (d) Criteria for evaluation of Independent Directors

NRC has formulated following criteria for Performance of Independent Directors:

- Participation at Board /Committee Meetings
- Contributions at Meetings
- Knowledge and skills
- Discharging Role, Functions and Duties
- Personal Attributes

More information on performance evaluation is given in the Board's Report.



## 6. Remuneration of Directors

Details of remuneration paid/payable to all Directors of the Company for the financial year ended 31<sup>st</sup> March, 2024 is as under:

Name of the Director	Tenure	Remuneration for the financial year ended 31 <sup>st</sup> March, 2024 (₹ in Lakhs)					
		Basic Salary	Perquisites & Allowances	Provident Fund	Sitting Fees	Commission <sup>#</sup>	Total
Mr. Anil Kumar Jain	3 years (upto 30 <sup>th</sup> September, 2025)	301.87	508.51	36.22	NA	647.64	1,495.50
Mr. Mohit Jain	3 years (upto 30 <sup>th</sup> June, 2025)	223.21	312.49	26.78	NA	605.85	1,168.34
Mr. Kailash R. Lalpuria	3 years (upto 3 <sup>rd</sup> May, 2027)*	125.45	188.18	-	NA	-	313.63
Mr. Kamal Mitra	3 years (upto 30 <sup>th</sup> September, 2025)	34.45	30.32	4.13	NA	-	68.90
Mr. Dilip J. Thakkar	5 years (upto 15 <sup>th</sup> August, 2024)	NA	NA	NA	11.50	1.50	13.00
Mr. Prem Malik		NA	NA	NA	12.25	1.50	13.75
Dr. (Mrs.) Vajjayanti Pandit		NA	NA	NA	10.75	1.50	12.25
Dr. Sanjay Kumar Panda	5 years (upto 2 <sup>nd</sup> August, 2028)	NA	NA	NA	10.00	1.50	11.50
Mr. Siddharth Mehta		NA	NA	NA	10.00	1.50	11.50
Mr. Akash Kagliwal	2 years (upto 29 <sup>th</sup> May, 2025)	NA	NA	NA	3.75	-	3.75
Mr. L. Viswanathan		NA	NA	NA	7.00	-	7.00

<sup>#</sup>Commission for FY 2023-24 will be paid in FY 2024-25. Further, Commission of ₹4.86 crores and ₹4.55 crores of FY 2022-23 was paid to Mr. Anil Kumar Jain and Mr. Mohit Jain in FY 2023-24 respectively.

\*The resolution for the re-appointment of Mr. Kailash R. Lalpuria as Whole time Director designated as 'Executive Director & CEO' for a further period of 3 years w.e.f. 4<sup>th</sup> May, 2024 is placed for approval of the members of the Company at the ensuing AGM.

### Notes:

- The sitting fees of Independent Directors for attending the Committee Meetings (including Independent Directors Meeting) is ₹75,000/- per meeting. They are also entitled to receive commission on an annual basis, of such sum as may be approved by the Board on the recommendation of the Company.
- As on 31<sup>st</sup> March, 2024, none of the Non-Executive Independent Directors are holding equity shares or convertible instruments of the Company.
- There is no separate provision for payment of severance fees. The notice period for the Executive Directors is governed by the service rules of the Company.
- Apart from commission, there are no variable components and performance linked incentives.
- None of the Non-Executive Independent Directors have any pecuniary relationship or transaction with the Company during the year under review except of sitting fees and commission.

### Criteria of making payment to Non-Executive Directors

The criteria for making payment to Non-Executive Directors of the Company is disclosed under web-link given below:

<https://www.indocount.com/images/investor/Criteria-of-making-payment-to-Non-Executive-Directors.pdf>

### Stock options

The Company does not have any Employee Stock Option Scheme.

## 7. Environment, Social and Governance & Corporate Social Responsibility (ESG & CSR) Committee (renamed w.e.f. 26<sup>th</sup> December 2023)

With a view to further strengthen the Company's commitment and enhance Board's oversight over ESG matters, the Board of Directors has expanded the scope of the 'Corporate Social Responsibility Committee' to include ESG Matters.

### Terms of reference:

- formulating and recommending to the Board, a Corporate Social Responsibility Policy indicating the activities to be undertaken by the Company as specified in Schedule VII of the Companies Act, 2013
- recommend the amount of expenditure to be incurred on the CSR activities, provide guidance on various CSR activities to be undertaken by the Company

- monitor the implementation of CSR Policy and review of CSR expenditure from time to time
- assist the Board in fulfilling its oversight responsibilities including formulation of policies / guidelines with regard to Sustainability / ESG.

During the year under review, four (4) meetings of ESG & CSR Committee were held on 23<sup>rd</sup> May 2023, 27<sup>th</sup> July, 2023, 2<sup>nd</sup> November, 2023 and 25<sup>th</sup> January, 2024 through VC/OAVM.

Composition of ESG & CSR Committee as on 31<sup>st</sup> March, 2024 and Attendance of members at the ESG & CSR Committee Meetings held during the year under review is as under:

Name of the Director	Category	No. of Meetings held during the tenure of directorship	No. of Meetings attended
Dr. (Mrs.) Vajjayanti Pandit, Chairperson	Non-Executive, Independent	4	4
Mr. Anil Kumar Jain	Executive	4	4
Mr. Kamal Mitra	Executive	4	1
Mr. Kailash R. Lalpuria	Executive	4	4
Dr. Sanjay Kumar Panda	Non-Executive, Independent	4	4

A Report on CSR Activities carried out by the Company during FY 2023-24 is provided as **Annexure 2** to the Board's Report.

## 8. Risk Management Committee

During the year under review, there was no change in the composition of Risk Management Committee (RMC). As on 31<sup>st</sup> March, 2024, the Risk Management Committee consists of Mr. Kailash R. Lalpuria, Executive Director & CEO as Chairman, Mr. Prem Malik, Mr. Siddharth Mehta, Non-Executive Independent Directors and Mr. K. Muralidharan, Chief Financial Officer as its Members.

Pursuant to the provisions of Regulation 21(3A) read with Part D of Schedule II of the Listing Regulations, with effect from 5<sup>th</sup> May, 2021, it is mandatory to hold RMC Meetings atleast twice in a financial year. During the year under review, 2 (two) meetings of Risk Management Committee were held on 27<sup>th</sup> July, 2023 and 19<sup>th</sup> December, 2023 through VC/ OVAM.

Name of the Director	Category	No. of Meetings held during the tenure of directorship	No. of Meetings attended
Mr. Kailash R. Lalpuria	Executive	2	2
Mr. Prem Malik	Non-Executive, Independent	2	2
Mr. Siddharth Mehta	Non-Executive, Independent	2	2
Mr. K. Muralidharan	Executive	2	2

## 9. Other Committees

### (a) Share Transfer Committee

The Committee deals with various matters relating to share transfers, transmission, issue of duplicate share certificates, change transposition/deletion of name, split and consolidation of shares, re-materialisation of shares. The Share Transfer Committee meetings are held as and when required to approve the said matters. Further, considering the increase in volume of shareholders requests and timelines involved for approval, the Board at its meeting held on 3<sup>rd</sup> August, 2018 delegated the powers related to share transfers/transmissions, name deletion and any other matter for which Share Transfer Committee was empowered, severally to Mr. Anil Kumar Jain, Executive Chairman, Mr. Kailash Lalpuria, Executive Director & CEO and Mr. Satnam Saini, Company Secretary when it is not possible to hold Share Transfer Committee Meeting.

During FY 2023-24, fourteen (14) meetings of Share Transfer Committee were held on 14<sup>th</sup> April, 2023, 12<sup>th</sup> May, 2023, 21<sup>st</sup> June, 2023, 11<sup>th</sup> July 2023, 31<sup>st</sup> July 2023, 2<sup>nd</sup> September 2023, 3<sup>rd</sup> October, 2023 31<sup>st</sup> October, 2023, 28<sup>th</sup> November, 2023 19<sup>th</sup> December 2023, 18<sup>th</sup> January 2024, 13<sup>th</sup> February, 2024, 4<sup>th</sup> March, 2024 and 27<sup>th</sup> March, 2024.

**(b) Finance and Corporate Affairs Committee**

The Company has constituted Finance and Corporate Affairs Committee (FCA) to deal with routine financial and administrative matters viz., *inter alia* opening & closing bank accounts of the Company, change in signatories of bank accounts of the Company, to consider and approve borrowings from banks upto certain limits, creation of charge on assets of the Company, authorize employees of the Company to represent before government authorities etc.

During FY 2023-24, four (4) meetings of Finance and Corporate Affairs Committee were held on 18<sup>th</sup> April, 2023, 26<sup>th</sup> June, 2023, 6<sup>th</sup> November, 2023 and 8<sup>th</sup> February, 2024.

The Composition of FCA as on 31<sup>st</sup> March, 2024 and attendance of members through VC/OAVM at the Finance and Corporate Affairs Committee Meetings held during the year under review is as under:

Name of the Director	Category	No. of Meetings held during the tenure of directorship	No. of Meetings attended
Mr. Anil Kumar Jain	Executive	4	4
Mr. Mohit Jain	Executive	4	4
Mr. Kailash Lalpuria	Executive	4	4
Mr. Dilip J Thakkar	Non-Executive Independent	4	4

**(c) Project Management Committee**

The Company has in place Project Management Committee (PMC) to evaluate and approve proposals pertaining to CAPEX plan and to take decisions relating to implementation of CAPEX proposals. As on 31<sup>st</sup> March, 2024, the PMC consists of four (4) Directors/Members viz. Mr. Anil Kumar Jain as Chairman, Mr. Kailash R. Lalpuria, Executive Director & CEO, Dr. Sanjay Kumar Panda and Mr. Akash Kagliwal, Independent Directors as Members.

**10. General Body Meetings**

**(a) Annual General Meetings:**

The details of last three (3) Annual General Meetings (AGM) of the Company are given below:

Financial Year	Day, Date & Time	Venue	Special resolutions passed for
2020-21	Friday, 3 <sup>rd</sup> September, 2021 at 12.30 p.m. (IST)	Meeting held through Video Conferencing	Re-appointment of Mr. Kailash R. Lalpuria (DIN: 00059758) as a Whole Time Director designated as "Executive Director & CEO" of the Company for a further period of 3 years w.e.f. 4 <sup>th</sup> May, 2021
2021-22	Thursday, 29 <sup>th</sup> September, 2022 at 12.00 Noon (IST)	Meeting held through Video Conferencing	(i) Re-appointment of Mr. Anil Kumar Jain (DIN: 00086106) as a Whole Time Director designated as "Executive Chairman" of the Company for a further period of 3 years w.e.f. 1 <sup>st</sup> October, 2022 (ii) Re-appointment of Mr. Mohit Jain (DIN: 01473966) as a Whole Time Director designated as "Executive Vice Chairman" of the Company for a further period of 3 years w.e.f. 1 <sup>st</sup> July, 2022 (iii) Re-appointment of Mr. Kamal Mitra (DIN: 01839261) as a Whole-Time Director Designated as "Director (Works)" for a further period of 3 years w.e.f. 1 <sup>st</sup> October, 2022.

Financial Year	Day, Date & Time	Venue	Special resolutions passed for
2022-23	Monday, 21 <sup>st</sup> August, 2023 at 12:00 Noon (IST)	Meeting held through Video Conferencing	(i) Appointment of Mr. Akash Kagliwal (DIN: 01691724) as an Independent Director of the Company w.e.f. 30 <sup>th</sup> May, 2024 (ii) Appointment of Mr. L. Viswanathan (DIN: 00193056) as an Independent Director of the Company w.e.f. 30 <sup>th</sup> May, 2024 (iii) Re-appointment of Dr. Sanjay Kumar Panda (DIN: 02586135) as an Independent Director of the Company w.e.f. 3 <sup>rd</sup> August, 2023 (iv) Re-appointment of Mr. Siddharth Mehta (DIN: 03072352) as an Independent Director of the Company w.e.f. 3 <sup>rd</sup> August, 2023

**(b) Extraordinary General Meeting:** No Extraordinary General Meeting was held during the year under review.

**(c) Postal Ballot:** During the year under review, No Postal Ballot was passed by the Company.

**11. Means of Communication**

- Website:** The Company's website [www.indocount.com](http://www.indocount.com) contains *inter alia* updated information pertaining to quarterly, half-yearly and annual financial results, annual reports, press releases, investor presentations, details of investor calls and meets, shareholding pattern, important announcements. The said information is available in a user friendly and downloadable form in "Investor Section" of website.
- Financial Results:** Pursuant to Regulation 33 of the Listing Regulations, the quarterly, half yearly and annual financial results of the Company are submitted to BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE") after approval of the Board of Directors of the Company. The results of the Company are published in one English daily newspaper (Business Standard) and one Marathi newspaper (Navshakti) within 48 hours of approval thereof and are also available on the website of the Company [www.indocount.com](http://www.indocount.com)
- Annual Report:** Annual Report containing *inter alia* Standalone Financial Statements, Auditors' Report, Board's Report, Management discussion and Analysis Report, Corporate Governance Report is sent to all Members of the Company within the required time frame and is also made available on the website of the Company [www.indocount.com](http://www.indocount.com).

- Designated Exclusive Email ID:** The Company has designated Email Id [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com) exclusively for shareholder / investor grievances redressal.
- SCORES (SEBI Complaints Redressal System):** SEBI has commenced processing of investor complaints in a centralized web-based complaints redress system i.e. SCORES. The Company supported SCORES by using it as a platform for communication between SEBI and the Company.
- Uploading on NEAPS & BSE Listing Centre:** The quarterly results, quarterly compliances and all other corporate communications to the Stock Exchanges are filed electronically on NEAPS / DIGITAL EXCHANGE for NSE and on BSE Listing Centre for BSE.
- Investor Presentations:** The quarterly and annual Investor Presentations are uploaded on the website of the stock exchanges and the Company.

**12. Disclosures**

**a) Related Party Transactions**

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and the Listing Regulations during the financial year 2023-24 were in the ordinary course of business and arm's length basis and omnibus approval of the Audit Committee was also obtained. During the financial year under review, there were no materially significant transactions with related parties having potential conflict with the interest of the Company at large. Necessary disclosures regarding Related Party Transactions are given in the notes to the Financial Statements.



The Company has formulated a policy for Related Party Transactions and the policy of RPT has been uploaded on the website of the Company. The web-link thereto is as under <https://www.indocount.com/images/investor/Policy-on-Related-Party-Transactions-Approved-on-7th-February-2022.pdf>

**b) Statutory Compliance, Penalties and Strictures**

The Company has complied with all the requirements of the Stock Exchanges / SEBI and other statutory authorities on all matters related to the capital markets during the last three (3) years. There were no penalties or strictures imposed on the Company by the Stock Exchanges, the SEBI or any statutory authority on matters relating to capital markets during last three (3) years. The Company has also obtained Secretarial Audit Report and Annual Compliance Certificate for the year ended 31<sup>st</sup> March, 2024 as per Regulation 24A of Listing Regulations from Ms. Kala Agarwal, Practising Company Secretaries. The said report & certificate does not contain any qualifications or adverse remarks.

**c) Vigil Mechanism / Whistle Blower Policy**

Pursuant to the provisions of Section 177 of the Companies Act, 2013 and Regulation 22 of Listing Regulations, your Company has formulated Vigil Mechanism / Whistle Blower Policy to enable Directors and employees of the Company to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct, that could adversely impact the Company's operations, business performance and / or reputation, in a secure and confidential manner. The said policy provides adequate safeguards against victimization of Directors/employees and direct access to Chairman of Audit Committee, in exceptional cases. The Vigil Mechanism / Whistle Blower Policy is available on the website of the Company under the web-link

<https://www.indocount.com/images/investor/Whistle-Blower-Policy-Vigil-Mechanism.pdf>

Your Company affirms that no Director/Employee of the Company has been denied access to the Chairman of the Audit Committee and no complaint has been received under the Whistle Blower Policy during the year under review.

**d) Subsidiaries**

During the year under review, Indo Count Global Inc., a wholly owned subsidiary of the Company in USA is a material subsidiary, as per the criteria specified in the Listing Regulations. However, the Company has adopted a policy on material subsidiaries and the same is uploaded on the website of the Company which can be accessed through the web-link <https://www.indocount.com/images/investor/Policy-on-Material-Subsidiaries.pdf>

**e) Code of Conduct**

Integrity, transparency and trust form part of the core beliefs of all activities at Indo Count, which has been the basis of its growth and development. The Company has adopted a Code of Conduct applicable to all its Directors and members of the Senior Management which is in consonance with the requirements of the Listing Regulations. The said code is available on the website of the Company and can be accessed through web-link <https://www.indocount.com/images/investor/Code-of-conduct-of-Board-of-Directors-and-Senior-Management-Personnel.pdf>

All the Board Members and Senior Management Personnel have affirmed compliance with Code of Conduct for Directors and Senior Management of the Company for the year ended 31<sup>st</sup> March, 2024. A declaration to this effect signed by Mr. Kailash R. Lalpuria, Executive Director & CEO forms part of this Report as **Annexure I**.

**f) Compliance with Indian Accounting Standards (Ind-AS)**

In the preparation of the financial statements, the Company has followed the Indian Accounting Standards (IndAS) notified by Ministry of Corporate Affairs from time to time. The significant accounting policies which are consistently applied have been set out in the Notes to the Financial Statements.

There is no deviation in following the treatments prescribed in Indian Accounting Standards (Ind-AS) in the preparation of financial statements for the year 2023-24.

**g) Risk Management**

The risk assessment and minimisation procedures are in place and the Board is regularly informed about the business risks and the steps taken to mitigate the same. Further, the Board has constituted Risk Management

Committee as per the details given in point 8 of this report. More details of Risk Management are included in Management Discussion and Analysis forming part of the Annual Report.

**h) CEO & CFO Certification**

Pursuant to Regulation 17(8) of the Listing Regulations, Mr. Kailash R. Lalpuria, Executive Director & CEO and Mr. K. Muralidharan, Chief Financial Officer have furnished certificate to the Board on financial statements for the year ended 31<sup>st</sup> March, 2024 in the prescribed format. The certificate has been reviewed by the Audit Committee and taken on record by the Board at the meeting held on 27<sup>th</sup> May, 2024.

**i) Reconciliation of Share Capital Audit Report**

In terms of the provisions of Regulation 76 of the SEBI (Depositories and Participants) Regulations, 2018, Reconciliation of Share Capital Audit is carried out on a quarterly basis by a Practising Company Secretary. The said report is also submitted to BSE Limited and National Stock Exchange of India Limited.

**j) Code for Prevention of Insider Trading**

Pursuant to SEBI (Prohibition of Insider Trading) Regulations, 2015 [SEBI (PIT)] as amended from time to time, your Company has adopted a code of conduct to regulate, monitor and report trading by designated persons and their immediate relatives for prevention of Insider Trading in the shares of the Company. This code is applicable inter-alia to all Directors and Designated persons / employees of the Company who are expected to have access to unpublished price sensitive information. This code, inter-alia, prohibits purchase / sale / dealing in the equity shares of the Company by Designated persons and their immediate relatives while in possession of unpublished price sensitive information about the Company and during the time when trading window is closed. The Code also contains procedure for pre-clearance of trade, disclosure requirements etc. The Code is available on the website of the Company at [www.indocount.com](http://www.indocount.com). As required under the SEBI (PIT) Regulations 2015, the Company has availed the Structured Digital Data base software from Axar Digital Services (P) Limited which is maintained inhouse with adequate controls & checks such as time stamping, audit trails to ensure non tempering of data.

**k) Certificate on Non-disqualification of Directors**

M/s. Vikas R. Chomal & Associates, Practising Company Secretaries have certified that for the financial year ended 31<sup>st</sup> March, 2024, none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Directors of the Companies by the Securities and Exchange Board of India (SEBI) or Ministry of Corporate Affairs (MCA) or any such authority. A certificate issued by M/s. Vikas R. Chomal & Associates, Practising Company Secretaries to that effect is attached as **Annexure II** forming part of this report.

**l) Recommendations of the committees**

During FY 2023-24, the Board has accepted all recommendations made by the Audit Committee, Nomination and Remuneration Committee and other Board Committees.

**m) Total fees paid to Statutory Auditors and all entities in network group**

During FY 2023-24, ₹62.25 lakhs (excluding reimbursement of expenses) were paid to M/s. Price Waterhouse Chartered Accountants LLP, Statutory Auditors for all services availed by the Company and its subsidiaries on a consolidated basis as per details given below:

Particulars of Fees	₹ in Lakhs
Statutory Audit including quarterly review Reports	59.00
Other Services (Certification Work)	3.25
<b>Total</b>	<b>62.25</b>

The Statutory Auditors does not belong to any other network group.

**n) Disclosure regarding Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013**

In order to prevent sexual harassment of women at workplace, your Company has adopted a policy for prevention of Sexual Harassment of Women at workplace. The Company has set up an Internal Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 to look into complaints relating to sexual harassment at workplace. During the year under review, no complaints pertaining to sexual harassment were received and no complaint was pending as on 31<sup>st</sup> March 2024.

**o) Compliance with Mandatory and Non-Mandatory Requirements**

The Company has complied with all mandatory requirements of Corporate Governance specified in the Listing Regulations. The Company has adopted discretionary requirements specified in Part E of Schedule II of the Listing Regulations as given below:

**The Board:** Since the Company has an Executive Chairman, requirements regarding Non-Executive Chairman are not applicable.

**Shareholder's Rights:** Quarterly, half-yearly, annual financial results of the Company are published in English and Marathi newspapers and are also forwarded to BSE and NSE. The said results are also uploaded on the website of the Company [www.indocount.com](http://www.indocount.com). Hence, the same are not sent to the shareholders of the Company.

**Modified Opinion in Audit Report:** There was no qualification or modified opinion in Independent Auditors' Report on Financial Statements of the Company for the year ended 31<sup>st</sup> March 2024 nor in the past two (2) years.

**Reporting of Internal Auditors:** The representatives/partners of Internal Auditors of the Company are permanent invitee to the Audit Committee Meeting. They attend each Audit Committee Meeting and present their Internal Audit observations to the Audit Committee. They directly interact with Audit Committee Members during the meeting.

**p) Compliance with the requirements of Corporate Governance**

All the requirements of Corporate Governance specified in Regulation 17 to 27 of the Listing Regulations and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations have been complied with.

**q) The Management Discussion and Analysis Report is given separately and forms part of this Annual Report.**

**13. Certificate on compliance with conditions of Corporate Governance**

The certificate regarding compliance of the conditions of corporate governance for the year ended 31<sup>st</sup> March, 2024 given by M/s. Vikas R. Chomal & Associates, Practising Company Secretaries is given as **Annexure III** to this Report.

**14. General Shareholders' information**

**Annual General Meeting:**

Day & Date: Thursday, 1<sup>st</sup> August, 2024

Time: 12:00 noon (IST)

Financial Year: 1<sup>st</sup> April to 31<sup>st</sup> March

**Tentative Financial Calendar (for Financial Year 2024-25) for approval of:**

Financial Results for Quarter ending 30 <sup>th</sup> June, 2024 (Unaudited)	On or before 14 <sup>th</sup> August, 2024
Financial Results for Quarter and half year ending 30 <sup>th</sup> September, 2024 (Unaudited)	On or before 14 <sup>th</sup> November, 2024
Financial Results for Quarter and nine months ending 31 <sup>st</sup> December, 2024 (Unaudited)	On or before 14 <sup>th</sup> February, 2025
Financial Results for Quarter and year ending 31 <sup>st</sup> March, 2025 (Audited)	On or before 30 <sup>th</sup> May, 2025

**Date of Book Closure:**

25<sup>th</sup> July, 2024 to 1<sup>st</sup> August, 2024 (both days inclusive)

**Dividend Payment Date:**

During the year under review, final dividend for FY 2022-23 was paid on 1<sup>st</sup> September, 2023. The Final Dividend for FY 2023-24, if declared at the ensuing Annual General Meeting, will be paid within thirty (30) days from the date of Annual General Meeting.

**Listing on Stock Exchanges**

BSE Limited (BSE) Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 521016	The National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra Kurla Complex, Bandra (East), Mumbai 400 051 NSE Symbol: ICIL
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**Listing Fees:** The Company has paid Listing Fees for FY 2023-24 to BSE and NSE.

**Annual Custody Fees:** The Company has paid the Annual Custody Fees to Central Depository Services (India) Limited and National Securities Depository Limited for FY 2023-24.

**International Securities Identification Number (ISIN):** INE483B01026 (equity shares of ₹2/- each)

**Corporate Identity Number (CIN):**

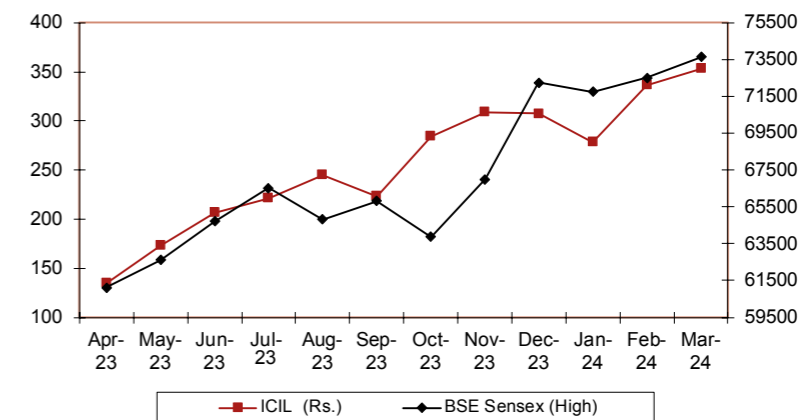
L72200PN1988PLC068972

**Market Price Data:** The monthly high and low quotations of the closing price and volume of shares traded at BSE Ltd. (BSE) and National Stock Exchange of India Limited (NSE) from April, 2023 to March, 2024 are as under:

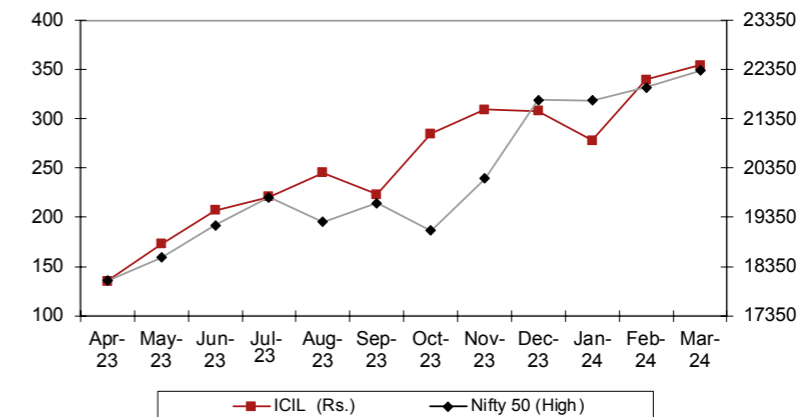
Month	BSE			NSE		
	High (in ₹)	Low (in ₹)	Total number of equity shares traded	High (in ₹)	Low (in ₹)	Total number of equity shares traded
April 2023	146.50	111.90	5,05,810	147.00	112.05	1,27,741
May 2023	177.50	136.90	11,02,618	177.75	136.50	2,34,562
June 2023	219.00	172.50	16,09,593	219.30	172.90	3,13,863
July 2023	228.40	199.20	9,39,376	228.40	199.05	2,50,295
August 2023	252.25	202.95	12,76,108	253.95	203.00	2,56,465
September 2023	255.15	220.65	7,83,764	255.00	220.50	2,18,056
October 2023	289.00	214.50	13,14,370	289.10	219.00	3,38,492
November 2023	319.20	268.45	13,36,764	319.65	272.45	3,83,732
December 2023	319.50	272.00	9,08,878	319.65	276.30	3,30,051
January 2024	318.00	262.80	11,35,620	318.00	264.00	3,49,060
February 2024	364.60	254.50	21,76,010	354.30	255.45	6,89,634
March 2024	360.05	288.95	14,74,093	360.00	305.15	3,99,408

Source: BSE & NSE website

**Performance of Share price of the Company in comparison to the BSE Sensex**



**Performance of Share price of the Company in comparison to the Nifty**





### Registrar & Transfer Agents

Link Intime India Private Limited  
C-101, 247 Park, L B S Marg, Vikhroli (West),  
Mumbai - 400 083  
Tel No: 022 - 49186270  
Fax No: 022 - 49186060

### Share Transfer System

During the Financial Year 2023-24, transfer of shares was only allowed only in dematerialized mode and the same is done through the depositories. Further, pursuant to SEBI Circular dated 25<sup>th</sup> January 2022, transmission, transposition & any endorsement shall be made only through demat mode. The Company had also sent intimation followed by two (2) reminders to the shareholders holding shares in physical form to take necessary steps to dematerialize the shares at earliest.

### Distribution of Shareholding as on 31<sup>st</sup> March 2024

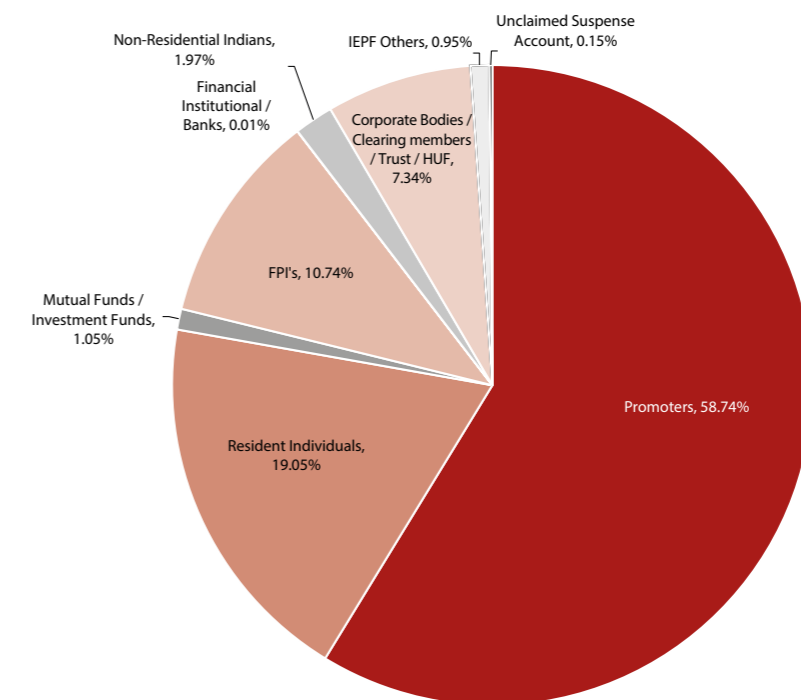
No. of equity shares of face value of ₹2/- each	No. of Shareholders*	% of Shareholders	No. of shares held	% of shareholding
Upto 500	64,616	86.70	65,38,913	3.30
501 – 1000	5,633	7.56	41,44,861	2.09
1001 – 2000	2,010	2.70	29,97,877	1.51
2001 – 3000	701	0.94	17,75,982	0.90
3001 – 4000	329	0.44	11,76,071	0.59
4001 – 5000	288	0.39	13,65,959	0.69
5001 – 10000	423	0.57	30,93,797	1.56
Above 10000	529	0.71	17,69,60,880	89.35
<b>Total</b>	<b>74,529</b>	<b>100</b>	<b>19,80,54,340</b>	<b>100</b>

\*No. of shareholders are not consolidated as per PAN No. The Number of shareholders consolidated as per PAN are 68,355 as on 31<sup>st</sup> March, 2024.

### Shareholding Pattern as on 31<sup>st</sup> March, 2024

Category of Shareholder	As on 31 <sup>st</sup> March, 2024	
	No. of Equity shares (Face value of ₹2/- each)	As a percentage of total paid-up Share Capital
<b>A. Promoter and Promoter Group</b>	<b>11,63,46,767</b>	<b>58.74</b>
<b>B. Public Shareholding</b>		
<b>Institutions</b>		
Mutual Funds	19,23,382	0.97
Alternative Investment Funds	1,67,933	0.08
Financial Institutions / Banks	2,350	0.00
NBFCs registered with RBI	7,500	0.00
Other Financial Institutions	12,500	0.01
Foreign Portfolio Investors Category I	2,07,11,089	10.46
Foreign Portfolio Investors Category II	5,58,283	0.28

Category of Shareholder	As on 31 <sup>st</sup> March, 2024	
	No. of Equity shares (Face value of ₹2/- each)	As a percentage of total paid-up Share Capital
<b>Non-Institutions</b>		
Directors and their relatives (excluding independent directors and nominee directors)	1,33,869	0.07
Investor Education and Protection Fund (IEPF)	18,82,376	0.95
Individuals	3,75,86,798	18.98
Trusts	31,493	0.02
Hindu Undivided Family (HUF)	10,75,335	0.54
Non-Resident Indians (NRI)	39,02,050	1.97
Clearing Members	209	0.00
Unclaimed or Suspense or Escrow Account	3,04,183	0.15
Limited Liability Partnership (LLP)	24,74,789	1.25
Bodies Corporate	1,09,33,434	5.52
<b>Sub-Total (B)</b>	<b>8,17,07,573</b>	<b>41.26</b>
<b>Total (A+B)</b>	<b>19,80,54,340</b>	<b>100.00</b>



#### Dematerialisation of shares and liquidity

The equity shares of the Company are available for dematerialisation with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). As on 31<sup>st</sup> March, 2024, 19,59,88,642 Equity Shares of the Company constituting 98.96% of the paid-up share capital of the Company are held in dematerialized form and 1.04% is held in Physical form. The Company's shares were regularly traded on the National Stock Exchange of India Limited and BSE Limited.

#### Shares held in demat and physical mode as on 31<sup>st</sup> March 2024 is as under:

Category	Number of		% to total equity
	Shareholders	Shares	
<b>Demat Mode</b>			
NSDL	25,364	12,64,93,731	63.87
CDSL	42,461	6,94,94,911	35.09
<b>Total Demat</b>	<b>67,825</b>	<b>19,59,88,642</b>	<b>98.96</b>
Physical Mode	6,704	20,65,698	1.04
<b>Grand Total</b>	<b>74,529</b>	<b>19,80,54,340</b>	<b>100</b>

#### Outstanding GDR/ADR/warrants or any convertible instruments, conversion date and likely impact on equity

As on 31<sup>st</sup> March 2024, there are no outstanding GDR / ADR / warrants or any convertible instruments.

#### Commodity Price Risk or Foreign Exchange Risk and Hedging Activity

The details are provided in Management Discussion and Analysis Report.

#### Plant Locations

D-1, MIDC, Gokul Shirgaon, Kolhapur – 416234, Maharashtra	T-3 & T-4, MIDC, Kagal, Hatkanangale, Kolhapur-416216, Maharashtra
191/192 Mahala Falia, Village- Bhilad, Taluka –Umbergaon, District –Valsad, Gujarat-396105	Plot No. 268, Kumbhoj Road, Alte, Hatkanangale, Kolhapur, Maharashtra – 416109

#### Details of utilization of funds raised through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32(7A) of SEBI Listing Regulations:

Not Applicable

#### CREDIT RATING

As on 31<sup>st</sup> March, 2024, for long term bank facilities of your Company, credit rating assigned by ICRA & CareEdge is "AA-" (Double A minus) with Stable outlook. These credit rating signifies strong degree of safety regarding timely servicing of financial obligations. Such facilities carry low credit risk.

Further, for the Company's short term bank facilities, credit rating assigned by ICRA and CareEdge is "A1+" (A One Plus). These credit rating signifies very strong degree of safety regarding timely payment of financial obligations. Such facilities carry lowest credit risk.

#### Address for correspondence

The Shareholders may contact Company or Registrar & Transfer Agent on below address:

##### The Company Secretary

Indo Count Industries Limited  
301, 3<sup>rd</sup> Floor, "Arcadia",  
Nariman Point, Mumbai – 400 021  
Phone: 022 - 4341 9500 / 501  
Fax: 022 - 2282 3098  
Email: [satnam.saini@indocount.com](mailto:satnam.saini@indocount.com) / [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com)

##### Registrar & Transfer Agents

Link Intime India Private Limited  
C-101, 247 Park, L B S Marg, Vikhroli (West),  
Mumbai – 400 083  
Tel No: 022 - 49186270  
Fax No: 022 - 49186060

#### Disclosures with respect to demat suspense account/unclaimed suspense account:

Particulars	Number of Shareholders	Number of Equity Shares
Aggregate Number of Shareholders and the outstanding shares in the Suspense Account lying as on 1 <sup>st</sup> April, 2023	781	3,38,118
Less: Number of Shareholders whose shares were transferred from suspense account during the year	69	33,935
Aggregate Number of Shareholders and the outstanding shares in the Suspense Account lying as on 31 <sup>st</sup> March, 2024	712	3,04,183

The voting rights on the shares in the suspense account shall remain frozen till the rightful owners claim the shares.

#### Unclaimed Dividend and shares transferred to Investor Education and Protection Fund (IEPF):

Financial Year	Type of Dividend	Dividend declared on	Amount transferred to IEPF (in ₹)*	Date of transfer to IEPF
2015-16	Final Dividend	26-07-2016	8,02,429/-	27-09-2023

\*Dividend on shares which are transferred to IEPF

#### Shares transferred/ credited to IEPF:

During the year 2023-24, the Company transferred 1,86,603 Ordinary (Equity) Shares to IEPF Authority corresponding to unclaimed dividend for the year 2015-16. The IEPF Authority holds 18,82,636 Ordinary (Equity) Shares in the Company as on 31<sup>st</sup> March, 2024.

Pursuant to IEPF Rules, given below are the details of Ordinary (Equity) Shares transferred to IEPF Authority:

Particulars	Number of shares transferred to IEPF
Transferred to IEPF during the year 2022-23	16,96,033
Transferred to IEPF during the year 2023-24	1,86,603
<b>Total</b>	<b>18,82,636</b>

The voting rights on these shares shall remain frozen until the rightful owner claims the shares.

The Company has appointed a Nodal Officer under the provisions of IEPF Rules, the details of which are available on the website of the Company <https://www.indocount.com/investors/disclosures-under-regulation-46-of-sebi-lodr-regulations-2015/contact-information-of-the-designated-officials>.

Annexure - I

#### DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT

Pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that all the Board Members and Senior Management Personnel of Indo Count Industries Limited have affirmed compliance with the Code of Conduct for the year ended 31<sup>st</sup> March, 2024.

For INDO COUNT INDUSTRIES LIMITED

**Kailash R. Lalpuria**

Executive Director & CEO

DIN: 00059758

Date: 27<sup>th</sup> May, 2024

Place: Mumbai



Annexure - II

**Certificate of Non-Disqualification of Directors**

We, M/s. Vikas R. Chomal and Associates, Practising Company Secretaries, hereby certify pursuant to the provisions of Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 that, none of the following Directors of **INDO COUNT INDUSTRIES LIMITED**, viz.:

Sr. No.	Name of the Directors	Designation
1.	Mr. Anil Kumar Jain	Chairman and Executive Director
2.	Mr. Mohit Anilkumar Jain	Executive Director
3.	Mr. Kailash R. Lalpuria	Executive Director and CEO
4.	Mr. Kamal Mitra	Executive Director
5.	Mr. Dilip J Thakkar	Independent Director
6.	Mr. Prem Malik	Independent Director
7.	Dr. Vaijayanti Pandit	Independent Director
8.	Dr. Sanjay Kumar Panda	Independent Director
9.	Mr. Siddharth Mehta	Independent Director
10.	Mr. Viswanathan Lakshmanan	Independent Director
11.	Mr. Akash Nandkishor Kagliwal	Independent Director

have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI) or the Ministry of Corporate Affairs (MCA) or any such statutory authority.

For **Vikas R. Chomal & Associates**

**Vikas R. Chomal**

Practicing Company Secretaries

FCS No. 11623 / C.P. No. 12133

ICSI UDIN: F011623F000460038

ICSI Firm Peer Review Reg. No: S2013MH216500

Date: 27<sup>th</sup> May, 2024

Place: Thane, Maharashtra

Annexure - III

**Certificate of Compliance of Conditions of Corporate Governance Under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015**

**To The Members of Indo Count Industries Limited**

We have examined the compliance of conditions of Corporate Governance by Indo Count Industries Limited (the 'Company') for the Financial Year ended March 31, 2024, as prescribed in Regulations 17 to 27, clauses (b) to (i) of sub-regulation (2) of Regulation 46 and Para C, D and E of Schedule V to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('LODR').

We state that the compliance of conditions of Corporate Governance is the responsibility of the Management, and our examination was limited to procedures and implementation thereof adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion, and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the aforesaid provisions of LODR.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **Vikas R. Chomal & Associates**

**Vikas R. Chomal**

Practicing Company Secretaries

FCS No. 11623 / C.P. No. 12133

ICSI UDIN: F011623F000460192

ICSI Firm Peer Review Reg. No: S2013MH216500

Date: 27<sup>th</sup> May, 2024

Place: Thane, Maharashtra

# business responsibility & sustainability reporting

## FY 2023-24

### SECTION A: GENERAL DISCLOSURES

#### I. Details of the listed entity

1. **Corporate Identity Number (CIN) of Company** L72200PN1988PLC068972
2. **Name of the Company** Indo Count Industries Limited
3. **Year of Incorporation** 1988
4. **Registered address** Office No. 1, Plot No. 266, Village Alte Kumbhoj Road, Taluka Hatkanangale, Kolhapur – 416109
5. **Corporate address** 301, "Arcadia" 3<sup>rd</sup> Floor, Nariman Point, Mumbai - 400 021
6. **E- mail ID** [info@indocount.com](mailto:info@indocount.com)
7. **Telephone** +91 (0) 22 – 43419500
8. **Website** [www.indocount.com](http://www.indocount.com)
9. **Financial year for which reporting is being done** Financial year 2023-24 (1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024)
10. **Name of the Stock Exchange(s) where shares are listed** BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
11. **Paid-up Capital** 39,61,08,680
12. **Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report** Name: Satnam Saini  
Designation: Company Secretary & GM - Legal  
Contact: +91 (0) 22 – 43419500  
E-mail: [satnam.saini@indocount.com](mailto:satnam.saini@indocount.com)
13. **Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together).** Disclosures under this report are made on a standalone basis, i.e., Indo Count Industries Limited.

#### II. Products/services

14. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing – Textiles	Bed Sheets, Mattress Pads, Comforters, Duvet Covers, Pillows, etc	100%

15. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover contributed
1.	We deal in Textile business segment, which is also reported in the balance sheet.	13924 - Manufacture of bedding, quilts, pillows and sleeping bags etc.	100%

#### III. Operations

16. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants	Number of offices	Total
National	4	6	10
International	Nil	4	4

17. Markets served by the entity:

a. Number of locations

Locations	Number
National (No. of States)	20
International (No. of Countries)	50+

b. What is the contribution of exports as a percentage of the total turnover of the entity?

95.66%

c. A brief on types of customers -

Indo Count specializes in offering comprehensive bedding solutions, catering to the diverse needs of customers seeking exceptional sleep experiences. We at Indo Count strive to amplify our global footprint, establishing a strong presence for our brand on an international scale, this allows us to bring our exceptional bedding products to a wider audience, ensuring that individuals around the world can experience the unparalleled comfort and quality synonymous with our brand. Key categories of customers include Mass Merchants, Wholesale Clubs, direct-to-customer Companies, e-commerce, Hospitality Suppliers, Specialty Stores, etc.

#### IV. Employees

18. Details as at the end of Financial Year:

We prioritize equity, diversity, and inclusion throughout our value chain in the textiles industry. Our comprehensive roadmap aims to achieve full gender balance at the managerial level by 2035. We are actively increasing the representation of women in our factories and salesforce.

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>EMPLOYEES</b>						
1.	Permanent (D)	1,051	958	91%	93	9%
2.	Other than Permanent (E)	73	67	92%	6	8%
3.	Total employees (D + E)	1,124	1,025	91%	99	9%
<b>WORKERS</b>						
4.	Permanent (F)	2,575	2,368	92%	207	8%
5.	Other than Permanent (G)	3,743	2,931	78%	812	22%
6.	Total workers (F + G)	6,318	5,299	84%	1,019	16%



b. Differently abled Employees and workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. (C)	% (C / A)
<b>DIFFERENTLY ABLED EMPLOYEES</b>						
1.	Permanent (D)	6	5	83.34%	1	16.67%
2.	Other than Permanent (E)	0	-	-	-	-
3.	<b>Total differently abled employees (D + E)</b>	6	5	83.34%	1	16.67%
<b>DIFFERENTLY ABLED WORKERS</b>						
4.	Permanent (F)	27	26	96.30%	1	3.70%
5.	Other than permanent (G)	11	10	90.91%	1	9.09%
6.	<b>Total differently abled workers (F + G)</b>	38	36	94.74%	2	5.26%

\*As differently abled is a personal information, this data is voluntary for employees to report to the Company. The above information is based on the disclosures available with the Company.

19. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	11	1	9.09%
Key Management Personnel	3	-	-

NOTE: Key Management Personnels are Executive Director & CEO, Chief Financial Officer and Company Secretary.

20. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	FY 2023-24			FY 2022-23			FY 2021-22		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	14%	27%	15.45%	15%	29%	16.54%	19%	28%	20.17%
Permanent Workers	21%	32%	21.68%	24%	42%	25.45%	1%	-	1.32%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

21. (a) Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/associate companies/joint ventures (A)	Indicate whether holding/ Subsidiary/ Associate/ Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Indo Count Retail Ventures Private Limited	Wholly owned subsidiary	100%	No
2	Indo Count Global Inc.	Wholly owned subsidiary	100%	No
3	Indo Count UK Limited	Wholly owned subsidiary	100%	No
4	Indo Count Global DMCC	Wholly owned subsidiary	100%	No

VI. CSR Details

22. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes  
(ii) Turnover: ₹ 3,332.31 Crore  
(iii) Net worth: ₹ 2,047.44 Crore

VII. Transparency and Disclosures Compliances

23. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes <a href="https://www.indocount.com/images/investor/Stakeholder-Grievance-Redressal-Policy.pdf">https://www.indocount.com/images/investor/Stakeholder-Grievance-Redressal-Policy.pdf</a>	-	-	-	-	-	-
Investors (other than shareholders)	The Company does not have investors other than equity shareholders						
Shareholders	Yes As per SEBI Listing Regulations and Internal Grievance Mechanism adopted by the Company	22	-	-	9	-	-
Employees and workers	Yes <a href="https://www.indocount.com/images/investor/Employee-Grievance-Redressal-Policy.pdf">https://www.indocount.com/images/investor/Employee-Grievance-Redressal-Policy.pdf</a>	-	-	-	-	-	-
Customers	Yes	20	-	-	12	-	-
Value Chain Partners	Escalation matrix are defined in individual client contracts.	-	-	-	-	-	-
Other (please specify)	No	-	-	-	-	-	-

If Yes, then provide web-link for grievance redress policy - <https://www.indocount.com/investors/corporate-governance>

24. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format

Sustainability challenges are the most crucial to our business and stakeholders in today's VUCA (volatile, uncertain, complex, and adaptive) world, which necessitates us to have a methodical framework in place to identify them.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	GHG Emissions	Risk	The expansion of manufacturing capacity to accommodate increase in demand can potentially result in a subsequent rise in greenhouse gas (GHG) emissions	The adoption of new and efficient technologies and the transition towards greener options, such as onsite solar projects and the purchase of renewable energy through power purchase agreements (PPAs), will lead to a reduction in greenhouse gas (GHG) emissions. Additionally, we have committed to for science-based targets near term and net zero by 2040.	Negative
2	Energy management	Opportunity	Robust processes and meticulously designed systems are in place to optimize energy efficiency, and an unwavering commitment to continuously improve them to enhance our energy-saving initiatives	For efficient energy management, solar panels and LEDs are installed at various facilities. Additionally, we have installed "Back Pressure Turbine" – to reuse excess steam in a turbine to generate electricity for internal usage and also, optimized usage of Steam pressure in wet processing machines.	Positive
3	Sustainable Sourcing	Opportunity	Various raw materials are used in the manufacturing process and there is a continuous effort to source most of them sustainably to produce eco-friendly products and reduce impact on the environment.	A continuous connect is maintained Positive with suppliers to motivate and drive them to adopt sustainable practices. Sustainability is a key factor in shortlisting and on boarding suppliers.	Positive
4	Health & Safety	Risk	The health and safety of ICIL's human resources, including its contract workforce, is of utmost priority. Certain resources at the plants may have health concerns due to complexities involved in the manufacturing processes.	To uphold ethical standards for Positive human rights and health and safety all ICIL's plants are accredited by global standards such as BSCI, SEDEX and ISO 45001-2018. Regular training on topics including health and safety, fire safety, disaster readiness etc. are provided to all our human resources.	Positive
5	Business Ethics and Integrity and Code of Conduct	Risk	ICIL's brand and reputation are of utmost priority as we engage with customers around the globe. To protect and enhance its brand value, the Company is committed to conducting its operations ethically and establishing good governance across the organization.	The Company has well defined Code of Conduct, grievance redressal and whistle-blower mechanism in place.	Positive

**SECTION B: MANAGEMENT AND PROCESS DISCLOSURES**

This section is aimed at helping businesses demonstrate the structures, policies and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions	P1 Ethics and Integrity	P2 Sustainable Products	P3 Employee Well-being	P4 Stakeholders	P5 Human Rights	P6 Environment	P7 Regulatory Requirement	P8 Inclusive Growth	P9 Consumer and IT
<b>Policy and management processes</b>									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
b. Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
c. Web Link of the Policies, if available	<a href="https://www.indocount.com/investors/corporate-governance">https://www.indocount.com/investors/corporate-governance</a>								
2. Whether the entity has translated the policy into procedures. (Yes / No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4. Name of the national and international codes/certifications /labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	<ul style="list-style-type: none"> <li>• UNGC</li> </ul>	<ul style="list-style-type: none"> <li>• ISO 9001</li> <li>• GOTS</li> <li>• Oekotex-SteP</li> <li>• ISO/IEC 17025</li> <li>• BSCI</li> <li>• Supima Cotton</li> <li>• Egyptian Cotton</li> <li>• OCS – Organic Content Standard</li> <li>• GRS – Global Recycled Standard</li> <li>• RCS – Recycled Claim Standard</li> </ul>	<ul style="list-style-type: none"> <li>• Health and safety framework ISO 45001</li> </ul>	<ul style="list-style-type: none"> <li>• ISO 14001</li> </ul>	<ul style="list-style-type: none"> <li>• ISO 9001</li> </ul>	<ul style="list-style-type: none"> <li>• Indo Count Environment Management systems are aligned to ISO 14001 standards</li> <li>• HIGG vFEM</li> </ul>	<ul style="list-style-type: none"> <li>• Code of Conduct</li> <li>• GRI Standards</li> <li>• Tax Policy</li> </ul>	<ul style="list-style-type: none"> <li>• CSR disclosures pursuant to Section 135 of the Companies Act, 2013</li> <li>• GRI Standards</li> </ul>	<ul style="list-style-type: none"> <li>• Fairtrade</li> <li>• ISO/IEC 17025</li> </ul>



Disclosure Questions	P1 Ethics and Integrity	P2 Sustainable Products	P3 Employee Well-being	P4 Stakeholders	P5 Human Rights	P6 Environment	P7 Regulatory Requirement	P8 Inclusive Growth	P9 Consumer and IT
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	Indo Count, a responsible and forward-thinking Company, has set ambitious sustainability goals and targets to make a positive impact on the environment and society. Here are the key goals and the corresponding targets that have been undertaken by the Company:								
	<ol style="list-style-type: none"> <li>Reduce energy emissions by 15% through the use of renewable energy sources by 2025</li> <li>Sustainable Procurement of Raw Materials (Fabric): Goal: Procure raw materials sustainably to minimize environmental impact. <ul style="list-style-type: none"> <li>Increase the share of sustainably procured material to 60% by 2030</li> </ul> </li> <li>Water Neutrality: Goal: Achieve water neutrality to conserve this precious resource. <ul style="list-style-type: none"> <li>FY 2023-24: Improved water efficiency, using 39 KL/MT in the current financial year as compared to 45.4 KL/MT in FY 2022-23.</li> </ul> </li> <li>Zero Waste to Landfill: Goal: Eliminate waste to landfills, promoting a circular economy. <ul style="list-style-type: none"> <li>Achieve zero waste to landfills, adopting effective waste management strategies by 2025</li> <li>Continue the commitment to zero waste, ensuring all waste is responsibly managed by 2030</li> </ul> </li> <li>Inclusive Growth: Improve community and lives by creating shared value. <ul style="list-style-type: none"> <li>Positively impact 350,000 lives by creating shared value by 2025 and 5,00,000 by 2030</li> <li>Empower 75,000 farmers and enhance their livelihood through sustainable cotton projects covering 60,000 acres by 2025. Extending the reach to 1,00,000 farmers by extending the projects to cover 1,00,000 acres of land by 2030</li> <li>Contribute to afforestation efforts to combat climate change by planting 50,000 trees by 2025 and 100,000 trees by 2030.</li> </ul> </li> <li>Health &amp; Safety: Continue to have Zero Fatalities</li> <li>Business Ethics and Integrity and Code of Conduct: Increase the coverage of employees including workers that are given training for POSH, Code of Conduct, Whistle-blower to 100% by 2025</li> </ol>								
6. Performance of the entity against the specific commitments, goals and targets along with reasons in case the same are not met.	<ol style="list-style-type: none"> <li>Carbon Neutrality in Energy Emissions: Goal: Achieve carbon neutrality in energy emissions. <ul style="list-style-type: none"> <li>FY 2023-24: Continued efforts brought emissions down by 6.2% (Kg CO<sub>2</sub>/Kg of production) compared with last year 2022-23.</li> </ul> </li> <li>Sustainable Procurement of Raw Materials (Fabric): Goal: Procure raw materials sustainably to minimize environmental impact. <ul style="list-style-type: none"> <li>FY 2023-24: Progress maintained at 22%, an improvement from the baseline of 17.4% (FY 2018-19), with continued efforts to achieve the 2030 target.</li> </ul> </li> <li>Water Neutrality: Goal: Achieve water neutrality to conserve this precious resource. <ul style="list-style-type: none"> <li>FY 2023-24: Improved water efficiency, using 39 KL/MT in the current financial year as compared to 45.4 KL/MT in FY 2022-23.</li> </ul> </li> <li>Our commitment to Creating Shared Value (CSV) has resulted in a significant positive impact on communities. In FY 2023-24, we improved the lives of 5,64,967 individuals, building on the initial impact of 121,019 lives in FY 2018-19.</li> <li>Empowering cotton farmers and supporting sustainable cotton projects remain a priority. By FY 2023-24, our efforts positively impacted 42,060 farmers, signifying substantial progress.</li> <li>Enhancing sustainability in cotton projects, we covered 1,71,041 acres under sustainable practices in FY 2023-24, making commendable strides towards responsible farming.</li> <li>As part of our contribution to combat climate change, our tree plantation initiative successfully planted 23,298 trees in FY 2023-24, further demonstrating our dedication to reforestation since its inception in FY 2018-19.</li> </ol>								

Disclosure Questions	P1 Ethics and Integrity	P2 Sustainable Products	P3 Employee Well-being	P4 Stakeholders	P5 Human Rights	P6 Environment	P7 Regulatory Requirement	P8 Inclusive Growth	P9 Consumer and IT									
<b>Governance, leadership and oversight</b>																		
7. The Company is committed to make the business sustainable and socially responsible. We have always believed in driving business with purpose and operating responsibly and aligning business with sustainability goals. We would like to communicate that we are progressing well on Environmental, Social and Corporate Governance parameters which are marked by several projects undertaken, with focus on sustainability across our factory locations and value chain. We are committed to protect our employees' health and well-being and support the weaker and underprivileged sections of our society through our CSR initiatives. The Company has made substantial progress in the sustainability journey towards reducing overall emissions by making a positive impact on the environment and society. The key projects across various focus areas are: <ul style="list-style-type: none"> <li>Sourcing the ingredients sustainably: Procuring raw materials sustainably to minimize environmental impact. Company is working closely with farmers to educate / build sustainability practices.</li> <li>Manufacturing sustainably: By increasing usage of renewable sources of energy and reducing wastages of raw materials and other resources. Investing in products and processes that are energy efficient.</li> <li>Optimizing use of water: By conserving, limiting usage, facilitating re-use and reducing fresh water consumption.</li> <li>Building sustainable packaging options: Reducing overall use of PVC polybags, usage of self-fabric bags and FSC certified packaging products.</li> <li>Reducing carbon footprints: Steps taken to shift portion of Company energy supply from thermal to renewal sources.</li> </ul>																		
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Mr. Kailash R. Lalpuria Executive Director & CEO Telephone number - 022 43419500 E-mail id - <a href="mailto:info@indocount.com">info@indocount.com</a>																	
9. Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details.	Yes, the entity has a specified ESG & CSR Committee of the Board responsible for decision making on sustainability-related issues. The Committee is responsible for overseeing and directing the entity's sustainability strategy, policies, and initiatives.																	
10. Details of Review of NGRBCs by the Company:																		
<b>Subject for Review</b>	<b>Indicate whether review was undertaken by Director / Committee of the Board/ Any other Committee</b>					<b>Frequency (Annually/ Half yearly/ Quarterly/ Any other – please specify)</b>												
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	As a practice, BRSR policies of the Company are reviewed periodically or on a need basis by respective Department Heads, Business Heads and Executive Directors. During this assessment, the efficacy of the policies are reviewed and necessary changes to policies and procedures are implemented by the respective Committees of the Board of Directors.																	
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company is in compliance with the extant regulations as applicable and the same are reviewed by the Board of Directors on quarterly basis. Further, Statutory Compliance Certificate on applicable laws is provided by the Executive Director & CEO, Director (Works) and the Company Secretary & Compliance Officer to the Board of Directors on quarterly basis.																	
	Need based review or quarterly review depending on the nature of the policy.																	

11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.

We have a comprehensive functional review system, supported by an independent internal audit process that evaluates all key policies. An external independent firm conducts the internal audit during the year.

12. If answer to question (1) above is "No" i.e., not all Principles are covered by a policy, reasons to be stated: Not Applicable.

### SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

#### PRINCIPLE 1 Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.



#### Essential Indicators

Our directors, Key Management Personnel (KMPs), employees, and workers receive priority training and education on operationally pertinent principles. To improve comprehension and compliance, we have conducted a number of training and awareness programs throughout the financial year. The information below offers details on the scope and effect of various programs.

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total Number of Training and Awareness Programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	Awareness on the provisions of SEBI Listing Regulations and Insider Trading Regulations	100%
Key Managerial Personnel	2	Code of Conduct, POSH Act Awareness, firefighting Training	100%
Employees other than BoD and KMP's (including contractual and parttime employees)	10	Posh/Fire & Safety, SAP Training, POSH Act Awareness, Advance Excel & PowerPoint Training, Safety Training, 5S Training, Health Environment, First Aid, Step Audit Implementation, firefighting Training	100%
Workers (including contractual and parttime employees)	1,311	Posh/Fire & Safety, Health Environment, First Aid, firefighting Training, Safety Importance and Mock Drill	100%

2. Details of fines / penalties /punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

During the year FY 2023-24, no material fines / penalties / punishments / award / compounding fees / settlement as per Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 were levied on the Company and its Directors / KMP's.

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed.

NA

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes.

We are responsible for protecting our reputation by conducting business with integrity in our interactions with business partners, consumers, and public authorities. Our zero-tolerance policy towards bribery and corruption applies to all our operations, strictly prohibiting any form of bribery and corruption. Our policy also addresses issues such as money laundering, gifts and hospitality, conflicts of interest, and more.

[https://www.indocount.com/images/investor/Anti-Bribery-and-Anti-Corruption-Policy\\_231226\\_021711.pdf](https://www.indocount.com/images/investor/Anti-Bribery-and-Anti-Corruption-Policy_231226_021711.pdf)

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption: Nil

6. Details of complaints with regard to conflict of interest: Nil

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest. – Not applicable, as there are no instances of corruption/conflicts of interest against Directors and KMPs.

8. Number of days of accounts payables ((Accounts payable \*365) / Cost of goods/services procured) in the following format:

	FY 2023-24	FY 2022-23
Number of days of accounts payables	47	49

9. Open-ness of business:

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	6.92%	7.67%
	b. Number of trading houses where purchases are made from	613	569
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	48.72%	56.39%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	10.49%	11.67%
	b. Number of dealers / distributors to whom sales are made	14	15
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	99%	98%



Parameter	Metrics	FY 2023-24	FY 2022-23
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	-	-
	b. Sales (Sales to related parties / Total Sales)	9.45%	13.11%
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	100%	100%
	d. Investments ( Investments in related parties / Total Investments made)	7.38%	6.86%

**Leadership Indicators**

- Awareness programs conducted for value chain partners on any of the Principles during the financial year:  
The Company has in place a Code of Conduct for Supplier to emphasize its commitments in the areas of business integrity, human rights, labor practices, etc.

Total Number of awareness programs held	Topics / principles covered under the training	% age of value chain partners covered (by value of business done with such partners) under the awareness programs
4	Grievance Redressed mechanism <ul style="list-style-type: none"> <li>Quality</li> <li>Traceability</li> <li>Testing Parameters</li> </ul>	100% of onboarded suppliers are fully covered by the Company's Code of Conduct for Suppliers, which requires them to complete these training programs.

- Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If Yes, provide details of the same.  
Yes, the Company has Code of Conduct for Board of Directors and Senior Management Personnel which provides clear guidelines for avoiding and disclosing actual or potential conflict of interest with the Company. In order to avoid/manage conflicts of interest, the Company obtains annual declarations from the members of its Board and Senior management personnel and ensures requisite approvals as required under the applicable laws are taken prior entering into transactions to prevent conflict of interest, if any. The policy is available on the Company's website at <https://www.indocount.com/images/investor/Code-of-conduct-of-Board-of-Directors-and-Senior-Management-Personnel.pdf>

**PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe.**



**Essential Indicators**

- Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impact
R&D	58%	42%	During the year, we have undertaken research and development on various sustainability projects, including Pure Earth and Regenerative Cotton. We constantly strive to become more sustainable and reduce our carbon footprint. Recognizing that sustainability is the future, we have invested heavily in this area, as evidenced by our substantial R&D spending in sustainability and circularity. These projects are continually enhanced each year, bringing us closer to reaching our sustainability goals.
Capex	12.94%	11.4%	FY 23-24: We have installed 8MW ground mounted Solar at Arniwada for Bhilad Unit and Biogas Balloon with 125 KVA DG Set-2 for Kagal unit FY 22-23: We have built an Effluent Treatment Plant (ETP) at our Kagal (Kolhapur) manufacturing facility in order to increase our recycling capacity which is a key step as we plan to achieve Zero Liquid Discharge status by year 2030

- Does the entity have procedures in place for sustainable sourcing? (Yes/No)  
Yes, our Supplier Ethics and Compliance Policy details mandatory requirements for suppliers to follow ethical and sustainable business practices. It demonstrates our commitment to responsible, transparent, and sustainable operations, which are central to our core business strategy. We have one of the largest facilities with MIG labeling capability across all units, thanks to our extended supply chain compliance ensuring sustainable practices throughout the sourcing chain. Our entire value chain, from fiber procurement to packaging, prioritizes sustainability in sourcing. Given the high volume of cotton sourcing, the company has implemented several measures to procure BCI-grown cotton through farmers, collaborating on various projects. Additionally, we source significant volumes of other sustainable fibers such as Egyptian, Carbon Neutral Tencel, GOTS, Fairtrade, and GRS (Polyester). These initiatives and actions position us ahead in ensuring sustainability across one of the largest supply chains in the country. These principles guide our business, brands, suppliers, and peers, laying the groundwork for regenerative programs within our supply chain.
  - If yes, what percentage of inputs were sourced sustainably?  
We are working to achieve 100% sustainable sourcing for our raw materials and packaging materials by 2030. Currently, around 22% of our materials are sustainably sourced which includes cotton, yarn and fabric, dyes and chemicals, and packaging materials.

3. a. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste. –

Product	Process to safely reclaim the product
a. Plastics	We are in the process of replacing packaging material to sustainable alternatives. 82% of the packaging material used is sourced sustainably.
b. E-Waste	Transported to authorized recycler
c. Hazardous Waste	Transported to MEPL (Maharashtra Enviro Power Limited) Pune and BEIL Infrastructure Limited, Bharuch for safe disposal.
d. Other Waste	Non-hazardous wastes are sold to recycler for further upcycling, disposal and relevant usage

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same. –

The organisation is a registered entity with the Central Pollution Control Board (CPCB) and its waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards.

#### Leadership Indicators

1. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	FY 2023-24	FY 2022-23
Packing Material, Yarn & greige	2.81%	3.47%

2. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2023-24			FY 2022-23		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	-	829	-	-	652.27	-
E-waste	-	7.80	-	-	5.63	-
Hazardous waste	-	5.10	2,255.10	-	4.67	987.70
Other waste	14,480.90	1,189.40	-	10,277.70	1,126.60	-

3. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

Nil

#### PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains



#### Essential Indicators

1. a. Details of measures for the well-being of employees:

We place a high priority on the health and wellbeing of our workers and employees because we understand how crucial it is to offer complete support.

Category	Total (A)	Percentage of employees covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Daycare Facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
<b>Permanent Employees</b>											
Male	958	507	53%	958	100%	-	-	958	100%	-	-
Female	93	43	46%	93	100%	93	100%	-	-	93	100%
<b>Total</b>	<b>1,051</b>	<b>550</b>	<b>52%</b>	<b>1,051</b>	<b>100%</b>	<b>93</b>	<b>9%</b>	<b>958</b>	<b>91%</b>	<b>93</b>	<b>9%</b>
<b>Other than Permanent Employees</b>											
Male	67	15	22%	67	100%	-	-	32	48%	-	-
Female	6	2	33%	6	100%	6	100%	-	-	6	100%
<b>Total</b>	<b>73</b>	<b>17</b>	<b>23%</b>	<b>73</b>	<b>100%</b>	<b>6</b>	<b>8%</b>	<b>32</b>	<b>44%</b>	<b>6</b>	<b>8%</b>

- b. Details of measures for the well-being of workers:

Category	Total (A)	Percentage of workers covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Daycare Facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
<b>Permanent Workers</b>											
Male	2,368	694	29%	2,368	100%	-	-	-	100%	-	-
Female	207	1	-	207	100%	207	100%	-	-	207	100%
<b>Total</b>	<b>2,575</b>	<b>695</b>	<b>27%</b>	<b>2,575</b>	<b>100%</b>	<b>207</b>	<b>8%</b>	<b>-</b>	<b>100%</b>	<b>207</b>	<b>8%</b>
<b>Other than Permanent Workers</b>											
Male	2,931	2,931	100%	2,931	100%	-	-	-	-	-	-
Female	812	812	100%	812	100%	812	100%	-	-	812	100%
<b>Total</b>	<b>3,743</b>	<b>3,743</b>	<b>100%</b>	<b>3,743</b>	<b>100%</b>	<b>812</b>	<b>22%</b>	<b>-</b>	<b>-</b>	<b>812</b>	<b>22%</b>

- c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent):

Particulars	FY 2023-24	FY 2022-23
Cost incurred on well-being measures as a % of total revenue of the company	0.034%	0.028%

\*Workmen compensation, Medicare and Group health insurance have been factored into the calculation of this question.



2. Details of retirement benefits, for Current Financial Year and Previous Financial Year.

We are cognizant of the significance of offering retirement benefits to our workers and employees in order to ensure their post-employment financial security and wellbeing.

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered (as a % of total employees)	No. of workers covered (as a % of total workers)	Deducted and deposited with the authority (Yes/No/N.A.)	No. of employees covered (as a % of total employees)	No. of workers covered (as a % of total workers)	Deducted and deposited with the authority (Yes/No/N.A.)
PF	100%	100%	Yes	100%	100%	Yes
Gratuity	100%	100%	Yes	100%	100%	Yes
ESI	100%	100%	Yes	100%	100%	Yes
Others - WC (please specify)	100%	100%	Yes	100%	100%	Yes

3. Accessibility of workplaces

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, we understand how crucial it is to comply with the demands of the Rights of Persons with Disabilities Act, 2016, and we are doing proactively to address the needs of people with disabilities. Our company has put in place a number of measures to provide accessible infrastructure to persons with disabilities.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, the Company provides equal opportunities for employment in the Company based on the merit and business needs irrespective of gender, caste, religion, race, etc. In addition to being required by state and local laws and regulations, we still believe that our policies on equal employment opportunities are essential because they are consistent with our core values and make a significant contribution to the communities where we live and work.

[https://www.indocount.com/images/investor/Equal-Opportunity-Policy\\_231226\\_021752.pdf](https://www.indocount.com/images/investor/Equal-Opportunity-Policy_231226_021752.pdf)

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	100%	100%
Female	100%	100%	100%	100%
<b>Total*</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>	<b>100%</b>

\*The Company provides maternity and paternity leaves to the employees and workers.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No	Brief Description of Mechanisms (if yes)
Permanent Employees	Yes	We have a well-defined grievance redressal mechanism in place. The Employee Grievance Redressal policy outlines the procedure, responsibilities and timelines for addressing the concerns/ complaints. Employees can raise their grievances to respective functional head / HOD which are resolved through discussions. HOD/Reporting Manager informs HR on Grievances which need HR interventions. Grievances which need further attention is taken forward by HR to Management for final Redressal in a time bound manner.
Non-Permanent Employees	Yes	Permanent workers or their representatives can raise their grievances in areas like wages, discrimination, human rights related issues etc. under the grievance redressal mechanism of the Company. Contract Workmen can raise their grievances through their respective line managers or Plant Heads, if not resolved, they can escalate the same to the HR Department through their respective contractors.
Permanent Workers	Yes	
Non-Permanent Workers	Yes	

7. Membership of employees and worker in association(s) or Unions recognized by the listed entity:

Each employee and worker is free to exercise their legal right to establish and/or join a union, renounce that right, or engage in collective bargaining.

Category	FY 2023-24			FY 2022-23		
	Total employees / workers in respective category (A)	No. of employee / workers in respective category, who are part of association(s) of Union (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employee / workers in respective category, who are part of association(s) of Union (D)	% (D/C)
<b>Total Permanent Employees</b>	1,051	-	-	979	-	-
Male	958	-	-	897	-	-
Female	93	-	-	82	-	-
<b>Total Permanent Workers</b>	2,575	1,500	58.25%	2,547	1,164	45.7%
- Male	2,368	1,472	62.16%	2,362	1,160	49.1%
- Female	207	28	13.53%	185	4	2.2%

Note: No Union in Bhilad HT location.

8. Details of training given to employees and workers:

Through numerous training courses, we have a robust and varied agenda for transferring skills to employees and workers. However, we do not have a break-up in the employee training for health and safety measures and skill upgradation, thus consolidated numbers are reported for employees.

Category	FY 2023-24					FY 2022-23				
	Total (A)	Health and Safety Measures		Skill Upgradation		Total (D)	Health and Safety Measures		Skill Upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
Male	958	958	100%	614	64%	897	897	100%	150	17%
Female	93	93	100%	93	100%	82	82	100%	12	15%
<b>Total</b>	<b>1,051</b>	<b>1,051</b>	<b>100%</b>	<b>707</b>	<b>67%</b>	<b>979</b>	<b>979</b>	<b>100%</b>	<b>162</b>	<b>17%</b>
<b>Workers</b>										
Male	2,368	2,368	100%	383	16%	2,362	1,444	61%	73	3%
Female	207	207	100%	22	11%	185	163	88%	36	19%
<b>Total</b>	<b>2,575</b>	<b>2,575</b>	<b>100%</b>	<b>405</b>	<b>16%</b>	<b>2,547</b>	<b>1,607</b>	<b>63%</b>	<b>109</b>	<b>4%</b>

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
<b>Employees</b>						
Male	958	958	100%	897	897	100%
Female	93	93	100%	82	82	100%
<b>Total</b>	<b>1,051</b>	<b>1,051</b>	<b>100%</b>	<b>979</b>	<b>979</b>	<b>100%</b>
<b>Workers</b>						
Male	2,368	-	-	2,362	-	-
Female	207	-	-	185	-	-
<b>Total</b>	<b>2,575</b>	<b>-</b>	<b>-</b>	<b>2,547</b>	<b>-</b>	<b>-</b>

10. Health and safety management system:

- a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system?  
Yes, we've implemented a comprehensive health and safety management system covering all employees and workers. Governed by our Environment Health and Safety (EHS) Framework Standards, our system ensures a safe and healthy work environment for everyone involved in or around our operations. Accountability for employees' and workers' occupational safety and health performance rests with management across all levels. Indo Count Industries Limited has implemented ISO 45001:2018 which is a globally approved standard for occupational health and safety management systems across all sectors.
- b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?  
We have implemented ISO 45001:2018 and according to standard 6.2 clause, separate procedure is available for Hazard identification and Risk Assessment for routine and non-routine activities.

- c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)  
Yes, we have procedures for Hazard identification and risk assessment. This record is reviewed once in year or incident, legal changes. Additionally, we conduct training, mock drills, safety talks and seminars for raising awareness of the workers. We undertake sufficient measures to mitigate these hazards and ensure effective communication of these measures to the workers.
- d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)  
Yes, the workers and employees are covered for health and accidental insurance. Additionally, we have 24 hours operational occupational health center with all resources/basic paramedical services, doctors, ambulance etc. All the employees/ worker of the entity has access to non-occupational medical and healthcare services.

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	-	1
	Workers	1	1
Total recordable work-related injuries	Employees	-	0
	Workers	77	1
No. of fatalities	Employees	-	-
	Workers	-	-
High consequence work-related injury or ill-health (excluding fatalities)	Employees	-	-
	Workers	8	-

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

At our organization, we prioritize the seamless integration of safety into all aspects of our business processes. Our safety and health management system adheres to the principle of plan, do, check, and act, ensuring a comprehensive approach to risk assessment and mitigation. We diligently evaluate credible risks and take necessary actions to minimize their impact. Additionally, regular awareness sessions on safety protocols, including fire safety and evacuation drills are conducted to ensure a comprehensive understanding of health and safety-related aspects. These initiatives demonstrate the company's commitment to creating a secure and healthy work environment.

13. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	-	-	-	-	-	-
Health & Safety	-	-	-	-	-	-

14. Assessments for the year:

As part of our commitment to maintaining a safe and hygienic workplace environment, the Company conducts regular internal audits. These audits serve as a means of periodic assessment, allowing us to thoroughly evaluate various aspects of health and safety measures, as well as the working conditions of our employees. By conducting these audits, we ensure that our workplace consistently upholds the highest standards of safety, promoting the well-being and security of our valued workforce. This diligent approach enables us to identify any areas of improvement, implement necessary measures, and continuously enhance the overall safety and hygiene of our work environment.



	<b>% of plants and offices that were assessed (by entity or statutory authorities or third parties)</b>
Health and safety practices	100% Internal audit on Health and Safety practices is conducted on weekly basis. Statutory Authority i.e. Directorate Industrial Safety and health, Boiler Inspector, Electrical Inspector inspect the plant premises and ensure the health and safety practices on yearly basis. We are ISO 45001 certified which is for Health and Safety standard. The customer nominated external audit agency assess the entire premises based on their code of conduct and the nos. of the audits are two or three in one month.
Working Conditions	100%. Internal audit on working condition is conducted on weekly basis. Statutory authority i.e. Factory Inspector, Boiler Inspector, GPCB Authority, Gujarat Labour Officer, Assistant Labour Commissioner, Electrical Inspector inspect the factory premises when they have scheduled inspection. We are ISO 9001, 14001, 45001, SMETA, BSCI approved. The customer nominated external audit agency assess the entire premises based on their code of conduct and the nos. of the audits are two or three in one month.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

No corrective actions pertaining to above mentioned parameters was necessitated by the Company during the year under review. However, the Company provide safety training covering new employees and workers (including contractual) as well as periodic refresher training to inculcate safety awareness in employees and adopt the best practices. The Company has also adopted processes designed to prevent serious or fatal accidents.

**Leadership Indicators**

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) employee (Y / N) (B) worker (Y / N)

Yes, the Company extends life insurance coverage for work-related and accidental deaths of its employees and workers, as the policy does not distinguish between causes of death.

2. Provide the measures undertaken by the Company to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company ensures through its robust mechanism that all TDS have been deducted and deposited by our value chain partners and the same is accounted for in SAP system. Further, as per the business agreements/contracts and purchase orders, all vendors / contractors are obliged to make necessary statutory payments in a timely manner. The Company regularly verifies the payment made by vendors to various Government Authorities towards statutory payments. Moreover, in case of GST payments, the same is paid to the Value Chain Partner after verifying that the same has been deposited by the Value Chain Partner to the exchequer. In case any deviation is observed, the Company issues notices or penalizes them or ceases business dealing with habitually defaulting vendors on a case-to-case basis.

3. Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	<b>Total no. of affected employees/ workers</b>		<b>No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment</b>	
	<b>FY 2023-24</b>	<b>FY 2022-23</b>	<b>FY 2023-24</b>	<b>FY 2022-23</b>
Employees	-	-	-	-
Workers	-	-	-	-

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (Yes / No)

Yes, the Company has a Performance Improvement Plan (skill upgradation programs) across cadres right from junior level to senior management to improve before considering termination. The Company also provides support and guidance to the employees to enable them to improve their performance and to give them a chance to demonstrate that they can meet the required standards.

5. Details on assessment of value chain partners:

The Company has in place a Code of Conduct for Value Chain Partners wherein it is expected to provide a safe and healthy workplace for their employees and contractors. Further, Value Chain Partners must be compliant with local and national laws and regulations on Occupational Health and Safety, and have the required permits, licenses and permissions granted by local and national authorities.

	<b>% of value chain partners (by value of business done with such partners) that were assessed</b>
Health and safety practices	9.1% of our suppliers undergo social audits such as SMETA-4 which covers worker's safety and security.
Working Conditions	In addition, Walmart, representing 22% of our total business by value, implements numerous measures to ensure a safe working environment for its employees and workers.

6. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.

Not applicable

**PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders**



**Essential Indicators**

1. Describe the processes for identifying key stakeholder groups of the entity.

The stakeholders are critical to our business operations and their interests has a key influence on our business strategy. Based on the value chain for the business and interactions with the stakeholders, we group the stakeholders considering the expectations and requirement from the Company.

In order to understand the stakeholder expectation and to integrate the same into our business strategy, we have a undertaken an end-to-end review of our business value chain to identify our key stakeholder groups.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.

We use a strategic approach that prioritizes openness, cooperation, and the accomplishment of shared goals in order to build strong and productive relationships with our stakeholders. By using this strategy, we hope to develop an atmosphere of open communication and cooperation, strengthening the relationship between the business and its stakeholders.

Stakeholder Group	Identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website, Other)	Frequency of engagement (Annually/ Half yearly/ Quarterly / others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customer	No	Email, meetings, website, Phone, conferences (if any), visit to manufacturing facility	Continuous	Product & service related.
Employee	No	Email, meetings (including workshop and inductions), website, notice board	Continuous	HR & operation related.
Community	Yes	Field visit, Focus Group discussions, CSR Projects & Engagements	Continuous	Community initiatives & service related.
Regulatory Authorities	No	Industrial Forums, Email, meetings, website	Periodical	Ease of doing business, National and International trade development, Reducing Socio-economic imbalances by Policies amendments, improvements.
Shareholders and Investors	No	One-on-one meetings, Board presentations, Annual General Meetings, Reports, Investor Presentations	Quarterly	Continuous access to capital, enabling to make progress on strategies and goal. Shareholder voting rights.
Business Partners	No	Meetings, Email, Phone	Ad hoc (Need Based)	1. General Business Management 2. General Services for business needs. 3. Adherence to SOPs, compliances and regulations.
Suppliers and Vendors	No	Direct Interactions, Email, SMS, WhatsApp, Online Portal	Continuous	Procurement of materials & service related, Performance review on product and service as per the requirement.

**PRINCIPLE 5 Businesses should respect and promote human rights**

**Essential Indicators**

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

We are committed to uphold human rights, we recognize the importance of providing training to our employees and workers on human rights issues and our entity's policies. This proactive approach ensures that our workforce is well-informed and equipped to foster a culture of respect, dignity, and inclusivity.

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees/workers covered (B)	% (B/A)	Total (C)	No. of employees/workers covered (D)	% (D/C)
<b>Employees</b>						
Permanent	1,051	1,051	100%	979	979	100%
Other than permanent	73	73	100%	77	77	100%
<b>Total Employees</b>	<b>1,124</b>	<b>1,124</b>	<b>100%</b>	<b>1,056</b>	<b>1,056</b>	<b>100%</b>
<b>Workers</b>						
Permanent	2,575	2,575	100%	2,547	2,547	100%
Other than permanent	3,743	3,743	100%	2,928	2,864	97.8%
<b>Total Workers</b>	<b>6,318</b>	<b>6,318</b>	<b>100%</b>	<b>5,475</b>	<b>5,411</b>	<b>98.8%</b>

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
<b>Employees</b>										
<b>Permanent</b>										
Male	958	-	-	958	100%	897	897	100%	-	-
Female	93	-	-	93	100%	82	82	100%	-	-
<b>Other Than permanent</b>										
Male	67	-	-	67	100%	69	69	100%	-	-
Female	6	-	-	6	100%	8	8	100%	-	-



Category	FY 2023-24				Total (D)	FY 2022-23					
	Total (A)	Equal to minimum wage		More than minimum wage		No. (E)	Equal to minimum wage		More than minimum wage		
		No. (B)	% (B/A)	No. (C)			% (C/A)	No. (F)	% (F/D)	No. (G)	% (G/D)
<b>Workers</b>											
<b>Permanent</b>											
Male	2,368	-	-	2,368	100%	2,362	-	-	2,362	100%	
Female	207	-	-	207	100%	185	-	-	185	100%	
<b>Other Than permanent</b>											
Male	2,931	-	-	2,931	100%	2,257	2,198	97.4%	20	0.9%	
Female	812	-	-	812	100%	671	646	96.3%	-	-	

3. a. Details of remuneration/salary/wages, in the following format:

Category	Male		Female	
	Number	Median remuneration/salary/wages	Number	Median remuneration/salary/wages
Board of Directors (BoDs)	4	3,40,03,433	-	-
Key Managerial Personnel (KMPs)	2	61,50,000	-	-
Employees other than BoDs/KMPs	952	10,84,548	93	9,07,391
Workers	2,367	3,25,337	207	1,74,242

- b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wages.	5.67%	5.46%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No) –

The HR head of the respective facility is responsible for addressing the human rights issue.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

We have in place a Human Rights Policy with the objective of ensuring adherence and commitment to meeting social responsibilities as a principal employer and respecting the human rights of all our stakeholders. The HR Head and Plant Head of the Company at the respective locations are responsible for overseeing practices related to human rights in the organisation.

6. Number of Complaints on the following made by employees and workers:

Category	FY 2023-2024			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	Nil	Nil	Nil	Nil	Nil	Nil
Discrimination at workplace	Nil	Nil	Nil	Nil	Nil	Nil
Child Labour	Nil	Nil	Nil	Nil	Nil	Nil
Forced Labour/Involuntary Labour	Nil	Nil	Nil	Nil	Nil	Nil
Wages	Nil	Nil	Nil	Nil	Nil	Nil
Other human rights related issues	Nil	Nil	Nil	Nil	Nil	Nil

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	Filed during the year	Pending resolution at the end of year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	Nil	Nil
Complaints on POSH as a % of female employees / workers	Nil	Nil
Complaints on POSH upheld	Nil	Nil

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company has adopted a Policy on Prevention, Prohibition and Redressal of Sexual Harassment at Workplace and has an Internal Committee in compliance with the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Committee takes concrete actions to ensure that every Complainant is protected. Further, the Company has also adopted a Whistle Blower Policy which enables the employees to report concerns about unethical behavior, actual or suspected fraud or violation of Code of Conduct. The mechanism provides for adequate safeguards against victimization of employees and provides direct access to the Chairman of the Audit Committee on concerns relating to financial matters.

9. Do human rights requirements form part of your business agreements and contracts? (Yes / No) –

Yes, the Company undertakes necessary due diligence before entering any agreement/contract with the Suppliers to ensure that there are no violations of the human rights of the Suppliers' employees. Suppliers must commit to upholding the human rights of workers and staff and treating them with dignity and respect as defined by global standards. These include the requirement that all work shall be voluntary, no child labor will be used, working hours and wages shall be set fairly and in accordance with local laws, all employees shall be treated humanely without threat, harassment, coercion, or unlawful discrimination of any kind, and employees shall enjoy the freedom of association.

10. Assessments for the year:

Category	% of plants and offices that were assessed (by entity/statutory authorities/third parties)
Child Labour	100%. All our manufacturing facilities are annually audited by Sedex Global
Forced/Involuntary Labour	
Sexual Harassment	
Discrimination at workplace	
Wages	
Others - please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

No significant corrective actions have been highlighted in the assessment. However, we have implemented all necessary processes and controls to ensure all facilities are in alignment with required suitability parameters.

**Leadership Indicators**

- Details of a business process being modified / introduced as a result of addressing human rights grievances / complaints.  
During the reporting period, no business processes have been modified or introduced for addressing human rights grievances/ complaints.
- Details of the scope and coverage of any human rights due diligence conducted.  
We integrate human rights principles throughout our business operations, leveraging global expertise to guide and support our teams, including those in Global Sustainability, Supply Chain, Procurement, and Responsible Business (part of Business Integrity). Human rights due diligence is essential for businesses to proactively manage potential adverse impacts. Our aim is to promptly identify any human rights infringements within the value chain and address identified risks responsibly. As an equal opportunity employer, we unequivocally condemn discrimination in any form. For further details, please refer to the Company's Human Rights Policy on our website at [https://www.indocount.com/images/investor/Human-Rights-Policy\\_231226\\_021754.pdf](https://www.indocount.com/images/investor/Human-Rights-Policy_231226_021754.pdf)
- Is the premise / office of the entity accessible to differently-abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?  
Most of the permanent facilities and office buildings are accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016.
- Details on assessment of value chain partners:

	<b>% of value chain partners (by value of business done with such partners) that were assessed</b>
Sexual harassment	Nil*
Discrimination at workplace	
Child labor	
Forced labor / involuntary labor	
Wages	
Others – please specify	

\*In accordance with the Company's policy on Code of Conduct for Value Chain Partner, all Value Chain Partner must treat all employees with respect and dignity and exhibit zero tolerance towards workplace discrimination, child labour engagement, Forced Labour, etc. The Company ensure that they must provide safe and healthy workplace for their employees and contractors. Value Chain Partners must be compliant with local and national laws and regulations on Occupational Health and Safety, and have the required permits, licenses and permissions granted by local and national authorities.

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.  
Not applicable

**PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment**



**Essential Indicators**

We strive to foster sustainable growth, decoupling our environmental footprint from expansion while maximizing positive social impact. Through diligent monitoring of climate change, we actively mitigate our operational impact on the environment, emphasizing reduction and responsible practices.

1. Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:

Parameter	FY 2023-24 (GJ)	FY 2022-23 (GJ)
From Renewable sources		
Total electricity consumption (A)	77,935.36	46,157.05
Total fuel consumption (B)	-	-
Energy consumption through other sources (C)	-	-
<b>Total energy consumption (A+B+C)</b>	<b>77,935.36</b>	<b>46,157.05</b>
From NON- Renewable sources		
Total electricity consumption (D)	5,28,476.00	3,99,081.21
Total fuel consumption (E)	19,41,212.26	15,42,625.64
Energy consumption through other sources (F)	-	-
<b>Total energy consumption (D+E+F)</b>	<b>24,69,688.27</b>	<b>19,41,706.85</b>
<b>Total energy consumption (A+B+C+D+E+F)</b>	<b>25,47,623.60</b>	<b>19,87,864</b>
Energy intensity per rupee of turnover (Total energy consumption/ turnover in rupees)	0.00007645 GJ/₹	0.00007141 GJ/₹
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	0.0017	0.0016
Energy intensity in terms of physical output	0.024 GJ/ million meters	0.026 GJ/ million meters
Energy intensity ( <b>optional</b> ) – the relevant metric may be selected by the entity		

\*For year 2022-23 onwards- Kagal T3 HT+Gokul HT+Spinning Gokul+Thane Office+NP Office+Bhilad Data considered.

\*Electricity: Total non-renewable purchase electricity+ Renewable Electricity + Renewable purchase electricity considered.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency?

Yes, third party verification of above base data is done for FY 2023-24 by Bluwin agency. Calculations are done using standard norms/conversion factors

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any. – Not Applicable



3. Provide details of the following disclosures related to water, in the following format:

To combat water scarcity, we prioritize water conservation, restoration, recharge, and reuse efforts, recognizing their vital role in sustainable water management.

Parameters	FY 2023-24	FY 2022-23
<b>Water Withdrawal by Source (in kilolitres)</b>		
(i) Surface Water	7,22,473	6,04,220
(ii) Ground Water	2,41,162	1,49,706
(iii) Third Party Water (As per MIDC Bill)	8,22,630	9,68,885
(iv) Seawater/Desalinated Water	-	-
(v) Others	8,90,073	5,51,552
<b>Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)</b>	<b>26,76,338</b>	<b>22,74,363</b>
<b>Total volume of water consumption (in kilolitres)</b>	<b>26,76,338</b>	<b>22,74,363</b>
<b>Water intensity per rupee of turnover</b> (Water consumed / turnover)	0.000080	0.000082
<b>Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)</b>	0.00179	0.00181
<b>Water intensity in terms of physical output</b>	0.0256 KL/ million meters	0.0295 KL/ million meters
<b>Water intensity ratio</b> (optional) – the relevant metric may be selected by the entity	-	-

\*For year 2022-23 - The reported numbers includes information about our new manufacturing facility in Bhilad.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No, however, we have continuous monitoring and reporting about water withdrawal, utilization and recycling.

4. Provide the following details related to water discharged:

Parameters	FY 2023-24	FY 2022-23
<b>Water discharge by destination and level of treatment (in kilolitres)</b>		
(i) To Surface water		
No treatment	-	-
With treatment – please specify level of treatment	-	-
(ii) To Groundwater		
No treatment	-	-
With treatment – please specify level of treatment	-	-
(iii) To Seawater		
No treatment	-	-
With treatment – please specify level of treatment	7,42,873*	6,03,416*
(iv) Sent to Third parties		
No treatment	-	-
With treatment – please specify level of treatment	6,06,676**	6,22,731**

Parameters	FY 2023-24	FY 2022-23
(v) Others		
No treatment	-	-
With treatment – please specify level of treatment	-	-
<b>Total water discharged (in kilolitres)</b>	<b>13,49,549</b>	<b>12,26,147</b>

\*Bhilad - Treatment level – Tertiary - As per Gujarat Pollution Control Board consent issued to company.

\*\*Kolhapur - Treatment level – Tertiary - As per Maharashtra Pollution Control Board consent issued to company. Discharged to CETP.

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation. –

As part of our commitment to responsible environmental stewardship, we have implemented a robust mechanism for Zero Liquid Discharge (ZLD). By adopting ZLD, we strive to minimize our environmental impact, conserve water resources, and promote sustainable practices in line with our commitment to environmental stewardship.

Our facility holds a consent allowing the discharge of up to 50% of processed treated water to the Common Effluent Treatment Plant (CETP). Taking a proactive stance towards environmental sustainability, we have embarked on a phased project to achieve Zero Liquid Discharge (ZLD) by 2030. As part of the initial phase, we have invested in expanding our Effluent Treatment Plant (ETP), Reverse Osmosis (RO), and Multiple Effect Evaporator (MEE) plants to enhance water recycling capabilities.

With these expansions in place, we anticipate a significant reduction in freshwater consumption from the current 50% to 25% by the end of the first quarter of the financial year 2023-2024. These strategic initiatives demonstrate our commitment to conserving water resources and advancing towards our ZLD objectives.

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

As part of our commitment to environmental responsibility, we closely monitor and report on various air emissions, aside from greenhouse gas (GHG) emissions. In this section, we provide details of air emissions by our entity for the current and previous financial years. By transparently sharing this information, we aim to demonstrate our dedication to minimizing air pollution and continuously improving our environmental performance.

Parameter	Unit	FY 2023-24	FY 2022-23
NOx	MT	75.63	61.14
SOx	MT	344.01	280.85
Particulate matter (PM)	MT	118	125.42
Persistent organic pollutants (POP)	-	-	-
Volatile organic compounds (VOC)	-	-	-
Hazardous air pollutants (HAP)	-	-	-
Others – please specify Carbon Monoxide (CO)	MT	45.08	61.69

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

We plan to conduct an independent assessment in the subsequent years.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

We are making investments in cutting-edge technology, moving to renewable energy sources, and rethinking how we run our factories to lower our carbon footprint. In order to completely reduce carbon emissions from our operations, we have established aggressive goals.

Parameter	Unit	FY 2023-24	FY 2022-23
<b>Total Scope 1 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	1,85,242.7 MT CO <sub>2</sub> e 171.9 MT Biogenic CO <sub>2</sub>	1,47,947.8 MT CO <sub>2</sub> e 213.2 MT Biogenic CO <sub>2</sub>
<b>Total Scope 2 emissions</b> (Break-up of the GHG into CO <sub>2</sub> , CH <sub>4</sub> , N <sub>2</sub> O, HFCs, PFCs, SF <sub>6</sub> , NF <sub>3</sub> , if available)	Metric tonnes of CO <sub>2</sub> equivalent	1,05,108 MT	78,707 MT
<b>Total Scope 1 and Scope 2 emissions per rupee of turnover</b>	Metric tonnes of CO <sub>2</sub> equivalent / per Lakhs of Turnover	0.000009	0.000008
<b>Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)		0.000195	0.000181
<b>Total Scope 1 and Scope 2 emission intensity in terms of physical output</b>	tCO <sub>2</sub> e / million meters	0.0028	0.0029
<b>Total Scope 1 and Scope 2 emission intensity</b> (optional) – the relevant metric may be selected by the entity		-	-

For Scope-2: Non-renewable purchased electricity considered.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, third party verification of above base data is done for FY 2023-24 by Bluwin agency.

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details-

a. Kolhapur - Power:

- Renewable Energy: Enhanced existing biogas capacity to generate more power output (Genset capacity increased from 125 KVA to 250 KVA). This reduced MSEB power requirement by almost 490,000 units annually.
- Energy Efficiency: Installed IE3 energy-efficient motors and efficient pumps in the ETP expansion project to conserve energy.
- Steam Optimization: Reduced steam output pressure from 5 bar to 4 bar, increasing backpressure turbine power output by 20%.
- Efficient Blowers: Installed a high-efficiency blower at the Non-Colored ETP to maintain dissolved oxygen (DO) levels, resulting in 10% power conservation compared to conventional blowers.
- Natural Lighting: Installed skylights in the new TOB unit to utilize natural lighting, reducing power requirements from MSEB.

b. Kolhapur - Steam/Coal:

- Installed a steam dryness fraction meter on the steam header to monitor steam dryness for better heat transfer, generating savings in fuel/coal.

c. Kolhapur - Alternate Sources of Energy:

- Initiated the use of green fuel (biomass) in boilers. This fuel is mixed with coal and fed to the boiler, allowing up to approximately 10% biofuel usage, reducing coal (fossil fuel) requirements.

d. Kolhapur - Capital Investment on Energy Conservation:

- Completed an additional 1.25 MW solar installation, reducing MSEB power requirements by almost 1.8 million units annually.

9. Provide details related to waste management by the entity, in the following format:

Through several programs, we are dedicated to creating a waste-free planet. Our goal is to build a world without waste, and we are actively taking steps to make this vision a reality. We prioritize using plastic as little as possible and work to cut down on the garbage our factories produce. We can improve the environment and work towards a more sustainable future if we band together.

Parameter	FY 2023-24	FY 2022-23
<b>Total Waste generated (in metric tonnes)</b>		
Plastic waste (A)	254.1	162.9
E-waste (B)	5.4	2.40
Bio-medical waste (C)	0.01	0.016
Construction and demolition waste (D)	-	-
Battery waste (E)	2.4	1.99
Radioactive waste (F)	-	-
Other Hazardous waste. Please specify, if any. (G) 1. Used Oil 2. Sludge Waste	1. Used Oil: 5.09 2. Sludge Waste: 2255.1	1. Used Oil: 0.90 2. Sludge Waste: 1,591.2
Other Non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	1. Fly Ash: 11575.6 2. FRC/NFRC: 2640.7 3. Metal: 98.5 4. Paper: 1090.8 5. Plastic: 574.9 6. Others: 264.5	1. Fly Ash: 3,412.4 2. FRC/NFRC: 801.4 3. Metal: 61.7 4. Paper: 639 5. Plastic: 225.8 6. Others: 285
<b>Total (A + B + C + D + E + F + G + H)</b>	18,767.1	7,184.7
<b>Waste intensity per rupee of turnover</b> (Total waste generated / Revenue from operations)	0.00000056	0.00000047
<b>Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP)</b> (Total waste generated / Revenue from operations adjusted for PPP)	0.0000126	0.0000104
Waste intensity in terms of physical output	0.000180 MT/million meters	0.000169 MT/million meters
<b>Waste intensity (optional)</b> – the relevant metric may be selected by the entity.	-	-
<b>For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)</b>		
<b>Category of waste</b>		
(i) Recycled	2,031.3	1,789.2
(ii) Re-used	14,216.3	9,941.6
(iii) Other recovery operations	-	-
<b>Total</b>	16,247.6	11,730.8
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
<b>Category of waste</b>		
(i) Incineration	-	-
(ii) Landfilling	2,255.1	987.7
(iii) Other disposal operations	264.5	336.1
<b>Total</b>	<b>2,519.7</b>	<b>1,323.9</b>

\*For year 2022-23 - The reported numbers includes information about our new manufacturing facility in Bhilad.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.



10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

We are committed to implement effective waste management practices which aim to minimize environmental impact and promote sustainability. Additionally, our Company has adopted a comprehensive strategy to reduce the usage of hazardous and toxic chemicals in both our products and processes. We prioritize the responsible management of such waste to ensure the safety of our employees, communities, and the environment.

The biological sludge hazardous waste Cat.35.3 generated from our ETP treatment facility undergoes a carefully designed process to ensure its proper management. Initially, the sludge drained from the ETP is collected in a dedicated sludge tank before being directed to the Thickner tank. From the Thickner tank, the supernatant water is recycled back into the ETP process, while the thick sludge at the bottom is fed into a Screw press. Within the Screw press, the sludge is efficiently separated into two parts. The water portion, extracted from the screw press, is once again recycled within the ETP system. The remaining sludge, consisting of approximately 15% to 20% solid content and 80% water content, is carefully directed to a sludge dryer. This specialized equipment facilitates the drying process, resulting in sludge powder with a moisture content of 8%. It is important to note that we strictly adhere to environmentally responsible practices and refrain from utilizing any hazardous or toxic chemicals throughout our processes. The dried sludge, meeting the necessary moisture criteria, is disposed of through an Authorized CHWTSDF (Centralized Hazardous Waste Treatment, Storage, and Disposal Facility). By implementing these meticulous procedures, we ensure the safe and sustainable management of our biological sludge hazardous waste, minimizing any potential negative impacts on the environment.

We have replaced conventional petrochemical dyes with alternate "Natural dyes" under Pure Earth category of dyed/printed fabrics. These natural dyes are made from waste extracts of plants/fruits and are pure organic dyes, thereby reducing the usage of synthetic dyes. Ensuring usage of compliant dyes & chemical in process, we are a registered member at ZDHC and we ensure our products meet ZDHC MRS L norms. More than 95% of our input dyes & chemicals are meeting ZDHC norms.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals / clearances are required, please specify details in the following format:

S. No.	Location of operations / offices	Type of operations	Whether the conditions of environmental approval / clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any
1	MIDC, Kagal- Hatkanangale, Kolhapur	Textile Manufacturing Unit	Environment Clearances and Consent to Establish and Operate have been obtained from designated government authorities
2	MIDC, Gokul Shirgaon, Kolhapur	Textile Manufacturing Unit	Environment Clearances and Consent to Establish and Operate have been obtained from designated government authorities

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Yes, we have taken initiatives to carry out our operations in sustainable manner. Also, our manufacturing facilities are ISO 14001 certified.

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India, such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format: -

Yes, we adhere to pertinent environmental laws, rules, and directives in India. Coordinating the application of our site environmental management system is crucial, and it is done by our devoted and knowledgeable Environment, Health, and Safety experts at each site. They supervise environmental performance, support internal environmental coordination, advise line management, and keep open lines of communication with local communities and regulatory bodies. With this strategy, we can act ethically and fully solve environmental issues.

#### Leadership Indicators

- Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):  
For each facility / plant located in areas of water stress, provide the following information:
  - Name of the area: Not applicable as we do not operate in water stressed area
  - Nature of operations: Not applicable as we do not operate in water stressed area
  - Water withdrawal, consumption and discharge in the following format: Not applicable as we do not operate in water stressed area
- With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.- NA
- If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No.	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Kolhapur - Power	<ol style="list-style-type: none"> <li>Renewable Energy: Enhanced existing biogas capacity to generate more power output (Genset capacity increased from 125 KVA to 250 KVA).</li> <li>Energy Efficiency: Installed IE3 energy-efficient motors and efficient pumps in the ETP expansion project to conserve energy.</li> <li>Steam Optimization: Reduced steam output pressure from 5 bar to 4 bar, increasing backpressure turbine power output by 20%.</li> <li>Efficient Blowers: Installed a high-efficiency blower at the Non-Colored ETP to maintain dissolved oxygen (DO) levels, resulting in 10% power conservation compared to conventional blowers.</li> <li>Natural Lighting: Installed skylights in the new TOB unit to utilize natural lighting, reducing power requirements from MSEB.</li> </ol>	<ol style="list-style-type: none"> <li>This initiative reduced the annual MSEB power requirement by nearly 490,000 units.</li> <li>Improved system efficiency resulting in energy conservation</li> <li>This initiative increased the backpressure turbine power output by 20%</li> <li>This resulted in an impressive 10% power conservation compared to traditional blowers</li> <li>This resulted in a decrease in the power demand from MSEB.</li> </ol>
2	Kolhapur - Steam/ Coal:	Installed a steam dryness fraction meter on the steam header to monitor steam dryness for better heat transfer.	Lead to savings in fuel and coal consumption
3	Kolhapur - Alternate Sources of Energy:	Initiated the use of green fuel (biomass) in boilers.	This fuel is mixed with coal and fed into the boiler, enabling up to approximately 10% biofuel usage, which reduces the need for coal (fossil fuel).
4	Kolhapur - Capital Investment on Energy Conservation:	Completed an additional 1.25 MW solar installation.	Lowering MSEB power demands by nearly 1.8 million units per year

4. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.
- We use a risk-based approach to identify credible business risks and routinely review our management plan to keep it current and effective. At Indo Count, the Risk and Disaster Management function supports our strategic objectives, safeguards business interests, and proactively strengthens our ability to respond to internal and external threats. This ensures the uninterrupted delivery of critical business operations during any disruption.

5. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

Our Supplier Ethics and Compliance Policy underscores our commitment to environmental sustainability throughout our supply chain. By adhering to stringent standards outlined in the policy, our value chain partners actively mitigate environmental impact. This includes minimizing biodiversity loss and deforestation, promoting soil management practices, conserving critical ecosystems, and reducing waste and emissions. Additionally, partners are encouraged to adopt energy-efficient measures and comply with all relevant environmental regulations. Through these concerted efforts, our partners contribute significantly to our shared goal of environmental responsibility and sustainable business practices. [https://www.indocount.com/images/investor/Supplier-Ethics-and-Compliance-Policy\\_231226\\_021756.pdf](https://www.indocount.com/images/investor/Supplier-Ethics-and-Compliance-Policy_231226_021756.pdf)

6. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

We ensure compliance with the mandatory requirements of the Supplier Ethics and Compliance Policy by verifying alignment and implementation through supplier self-declarations.

**PRINCIPLE 7 - Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent**



**Essential Indicators**

1. a. Number of affiliations with trade and industry chambers/ associations – 5 (Five)  
b. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	TEXPROCIL (The Cotton Textile Export Promotion Council)	National
2	Confederation of Indian Textile Industry (CITI)	National
3	The Associated Chambers of Commerce & Industry of India (ASSOCHAM)	National
4	Federation of Indian Chambers of Commerce and Industry (FICCI)	National
5	The Bombay Textile Research Association (BITRA)	State

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities. –

There were no adverse orders regarding anti-competitive behaviour issued by regulatory agencies throughout the year. We are committed in our dedication to upholding honest and moral business practices, and we constantly work to uphold the highest norms of compliance and rivalry.

Name of authority	Brief of the case	Corrective action taken
NIL	NIL	NIL

**Leadership Indicators**

1. Details of public policy positions advocated by the Company:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly/ Others – please specify)	Web Link, if available
1.	Engagement on 'Ease of Doing Business' initiatives on harmonizing State, Central laws and compliances to DPIIT, TEXPROCIL and other trade bodies. Inputs on Free Trade Agreement with EU, UK, ASEAN to FICCI, CII, TEXPROCIL on home textile business aspects. Fixation of Export benefits norms to TEXPROCIL and FEIO. Suggestions to Textile and Industries Ministries, GoM on making Maharashtra business friendly and more competitive. Recommendations given on sustainable and inclusive growth of manufacturing sector in India to FICCI/ CII. Provided inputs for making manufacturing more competitive in India to FICCI. Branding of Indian cotton viz. Kasturi cotton.	The Company represents itself through membership with Trade and Industry associations and/or directly at the Government forums in a responsible and transparent manner. Also, Company provides its feedback from time to time to Government on issues related to ease of doing business, Sustainability through its authorized representatives on various forums / Government Department.	No	Reviewed by relevant business management as and when basis required.	<a href="https://www.indocount.com/images/investor/Public-and-Regulatory-Policy.pdf">https://www.indocount.com/images/investor/Public-and-Regulatory-Policy.pdf</a>



**PRINCIPLE 8 - Businesses should promote inclusive growth and equitable development.**



**Essential Indicators**

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year. –

We have performed an internal assessment in line with our CSR strategy and framework to ascertain the impact made to the community through our CSR initiatives. However, we plan to conduct Social Impact Assessment in the year ahead.

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
CSR Impact Assessment mainly in the areas of works for Health, Education, Environment and Agriculture Livelihood domains.	NA	NA	Conducted by Independent Agency called SoulAce Consulting Pvt. Ltd.	Yes	<a href="https://www.indocount.com/about-us/csr/impact-assessment-report">https://www.indocount.com/about-us/csr/impact-assessment-report</a>

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format:

Not Applicable, we have not taken any projects that require Rehabilitation and Resettlement.

3. Describe the mechanisms to receive and redress grievances of the community. –

Our commitment to responsible corporate citizenship includes the improvement of the community and the resolution of issues. We support open contact to better understand the problems of the local community living close to our locations. We make sure that correct documentation, an investigation, and suitable action are taken in situations when grievances are raised. Our commitment to proactive community involvement and responsive actions reflects our ongoing work to establish trusting bonds and make a positive difference in the wellbeing of the communities where we operate.

We have established a system at all our plants for receiving written complaints and feedback from the community. These written communications are processed by the respective departments for resolution.

Our CSR teams regularly visit the community representatives at each site to record their feedback and complaints, which are then addressed in consultation with management.

We have scouts positioned at various locations to work directly with farmers and resolve their issues locally. These interactions also provide valuable feedback to our management team.

<https://www.indocount.com/images/investor/Whistle-Blower-Policy-Vigil-Mechanism.pdf>

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/ small producers	54%	57%
Sourced directly from within the district and neighboring districts	42%	40%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY 2023-24	FY 2022-23
Rural	-	-
Semi-urban	4%	13%
Urban	90%	82%
Metropolitan	6%	5%

**Leadership Indicators**

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential indicators above):  
Not Applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

The current locations do not fall under aspirational districts, however, the Company is committed to its CSR and sustainable development efforts including addressing basic needs of the community predominantly in and around its plants.

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized / vulnerable groups? (Yes / No)

No, the Company does not have a preferential procurement policy where preference is given to purchase from suppliers comprising marginalized / vulnerable groups. A common sourcing policy that is based on attributes, quality, costs and capability is followed. However, the eco-friendly cotton produced is bought back from the marginal farmers under the Gagan project.

(b) From which marginalized / vulnerable groups do you procure?

Not applicable

(c) What percentage of total procurement (by value) does it constitute?

Not applicable

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

Not Applicable

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Not Applicable

6. Details of beneficiaries of CSR projects:

Sr. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalised groups
1	Health	46,913	68%
2	Education	77,871	58%
3	Water & Sanitation	1,35,300	63%
4	Agriculture & Livelihood Initiative	52,040	47%
5	Environment Initiative	4,605	83%
6	Rural Development	1,850	82%

**PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner**



**Essential Indicators**

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback. –

At our Company, we place a high value on effective communication and superior client service. We have provided a number of ways for customers to contact us in order to voice their complaints, offer comments, or request assistance. We pledge to respond to their issues right away and in a timely manner. Customers can contact our specialized email support to register inquiries, suggestions, or complaints.

- We provide 48 hour window to respond to customer emails/queries.
- Customer support Email: we have dedicated email support where customers register their questions/feedback/grievance etc.
- CRM/Bazaar Voice: It is an automated ticketing system, where all e-comm related queries are being registered and addressed.
- Others: Also, we have dedicated link/support contact details on our corporate website to serve our customers.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about: -

	As a Percentage to total Turnover
Environmental and Social parameters to the product	30.79%
Safe and responsible usage	-
Recycling and/or safe disposal	-

3. Number of consumer complaints in respect of the following:

	FY 2023-24			FY 2022-23		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	-	-	-	-	-	-
Advertising	-	-	-	-	-	-
Cyber-security	-	-	-	-	-	-
Delivery of essential services	-	-	-	-	-	-
Restrictive Trade Practices	-	-	-	-	-	-
Unfair Trade Practices	-	-	-	-	-	-
Other	20	-	E-commerce + Retail	12	-	E-commerce +Retail

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	Nil
Forced recalls	Nil	Nil

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy. –

Yes, the Company has a framework/ policy on cyber security and risks related to data privacy, available at <https://www.indocount.com/images/investor/Cyber-Security-Policy.pdf>

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

There were no underway actions with reference to issues in the past years 2023-24 and 2022-23.

7. Provide the following information relating to data breaches:

- Number of instances of data breaches along-with impact - Nil
- Percentage of data breaches involving personally identifiable information of customers. - Nil



### Leadership Indicators

- Channels / platforms where information on products and services of the Company can be accessed (provide web link, if available).  
The information relating to various Company's product offerings including brand details are available on the website: <https://www.indocount.com/our-brands> Company's products are also listed on various e-commerce marketplace platforms. Moreover, enhanced information, content, benefits and educational details are being provided on the E-Commerce pages as well.
- Steps taken to inform and educate consumers, especially vulnerable and marginalized consumers, about safe and responsible usage of products and/or services.  
The Company has a mechanism to inform its customers on usage of products offered. Appropriate care instructions label / symbol is provided on the products and packaging. Continuous communication across the customers directly or through social media to explain about Company's products, innovations and new technology that are implemented to enhance product quality not limited to educating and creating awareness amongst our customers and society at large.
- Mechanisms in place to inform consumers of any risk of disruption / discontinuation of essential services.  
We maintain active communication channels with our customers, including customer support email and services like CRM Bazaar. These channels effectively enable us to proactively inform customers about any potential disruptions or discontinuation of essential services.
- Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/ No/ Not applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products / services of the entity, significant locations of the entity or the entity as a whole? (Yes / No)  
Yes. Indo Count does display product information & its relevant details on the product that is over and above mandated as per local law. It entails product features & benefits, testing certificates, care instruction, product specs, accreditations etc.

# Independent auditor's report

## To the Members of Indo Count Industries Limited Report on the Audit of the Standalone Financial Statements

### Opinion

- We have audited the accompanying standalone financial statements of Indo Count Industries Limited ("the Company"), which comprise the Standalone Balance Sheet as at March 31, 2024, and the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Changes in Equity and Standalone Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.
- In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and total comprehensive income

(comprising of profit and other comprehensive income), changes in equity and its cash flows for the year then ended.

### Basis for Opinion

- We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Standalone Financial Statements" section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

- Key audit matters are those matters that, in our professional judgement, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Sr No.	Key Audit Matter	How our audit addressed the key audit matter
1.	<p><b>Appropriateness of Revenue Recognition in respect of sale of products</b></p> <p>(Refer Notes 2.5 and 32 to the standalone financial statements)</p> <p>The Company recognises revenue in accordance with Ind AS 115 'Revenue from Contracts with Customers'.</p>	<p>Our audit procedures relating to revenue recognition included the following:</p> <ul style="list-style-type: none"> <li>Understanding, and evaluating the design and testing the operating effectiveness of controls surrounding the recording of revenue in accordance with the principles of Ind AS 115.</li> <li>Testing the reconciling items on a sample basis between sales register and revenue recognized to assess completeness of revenue recognized.</li> </ul>

Sr No.	Key Audit Matter	How our audit addressed the key audit matter
	<p>Revenue is the key performance indicator considered by the Company and its stakeholders. Revenue from sale of products is recognised on transfer of control to customers. The terms of transfer of control of products on their sale differs with different customers and therefore, the timing of recognition of revenue depends on the terms agreed with each customer.</p> <p>The determination of timing of revenue recognition (including at the year end) based on terms agreed with customers is considered significant by the management for ensuring that the revenue is recognised in the correct period.</p> <p>We identified appropriateness of revenue recognition as a key audit matter considering the above factors and in view of the risk of inappropriate revenue recognition.</p>	<ul style="list-style-type: none"> <li>• Testing of customer contracts on a sample basis, to assess the terms for identification of performance obligations in accordance with Ind AS 115 and comparing those to the management assessment.</li> <li>• On a sample basis, testing the underlying supporting documents such as invoices, customer's purchase orders and delivery documents to check the accuracy and occurrence of the revenue transactions.</li> <li>• Testing the appropriateness of timing of recognition of revenue (including procedures related to cut off testing) in line with the terms of the customer contracts.</li> <li>• Testing of journal entries impacting revenue by understanding their rationale and agreeing to supporting documentation.</li> <li>• Evaluating appropriateness of the presentation and disclosures made in the standalone financial statements.</li> </ul> <p>Based on the above procedures performed, no significant exceptions were noted.</p>

**Other Information**

5. The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the standalone financial statements and our auditor's report thereon. The annual report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the annual report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

**Responsibilities of management and those charged with governance for the standalone financial statements**

6. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

7. In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

**Auditor's responsibilities for the audit of the standalone financial statements**

8. Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

9. As part of an audit in accordance with SAs, we exercise professional judgement and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

10. We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

11. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

12. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing



so would reasonably be expected to outweigh the public interest benefits of such communication.

### Report on other legal and regulatory requirements

13. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure B a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
14. As required by Section 143(3) of the Act, we report that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except that the back-up of certain books of account and other books and papers maintained in electronic mode has not been kept on a daily basis on servers physically located in India during the year and the matters stated in paragraph 14(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) ("the Rules").
  - (c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), the Standalone Statement of Changes in Equity and the Standalone Statement of Cash Flows dealt with by this Report are in agreement with the books of account.
  - (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.
  - (e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
  - (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 14(b) above on reporting under Section 143(3)(b) and paragraph 14(h)(vi) below on reporting under Rule 11(g) of the Rules.

- (g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".
- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
  - i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 40 to the standalone financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company during the year.
  - iv.(a) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 55 (a) (vii) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
  - (b) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 55 (a) (vii) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether directly or indirectly, lend or invest in

other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

- (c) Based on such audit procedures that we considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.
- v. The dividend declared and paid during the year by the Company is in compliance with Section 123 of the Act.
- vi. Based on our examination which included test checks, the Company has used multiple accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility that has operated throughout the year for all relevant transactions recorded in the software, except that the feature of recording audit trail (edit log) was not enabled: (i) in respect of an accounting

software at the database level to log any direct data changes and at the application level in case of modifications made by certain users with specific access;

(ii) in respect of another accounting software used for maintaining certain records. Further, in respect of accounting software used for maintaining certain records, which are operated by third party software service providers, we are unable to comment whether the audit trail (edit log) feature was enabled and operated throughout the year as the service organisation's auditor's report does not include any comments on the audit trail. During the course of performing our procedures, other than the aforesaid instances where the question of our commenting on the audit trail feature being tampered with does not arise, we did not notice any instance of the audit trail feature being tampered with.

15. The Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For **Price Waterhouse Chartered Accountants LLP**

Firm Registration Number:012754N/N500016

**Sachin Parekh**

Partner

Membership Number: 107038

UDIN:24107038BKGOUJ4011

Place: Mumbai

Date: May 27, 2024

## Annexure A to Independent Auditor's Report

Referred to in paragraph 14 (g) of the Independent Auditor's Report of even date to the members of Indo Count Industries Limited on the standalone financial statements for the year ended March 31, 2024

### Report on the Internal Financial Controls with reference to Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls with reference to financial statements of Indo Count Industries Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

### Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with

reference to financial statements was established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to financial statements.

### Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or

timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become

inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by ICAI.

For **Price Waterhouse Chartered Accountants LLP**  
Firm Registration Number:012754N/N500016

### Sachin Parekh

Partner  
Membership Number: 107038  
UDIN:24107038BKGOUJ4011

Place: Mumbai  
Date: May 27, 2024



**Annexure B to Independent Auditor's Report**

**Referred to in paragraph 13 of the Independent Auditors' Report of even date to the members of Indo Count Industries Limited on the standalone financial statements as of and for the year ended March 31, 2024**

In terms of the information and explanations sought by us and furnished by the Company, and the books of account and records examined by us during the course of our audit, and to the best of our knowledge and belief, we report that:

- (i). (a) (A) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of Property, Plant and Equipment.
- (B) The Company is maintaining proper records showing full particulars of Intangible Assets.
- (b) The Property, Plant and Equipment are physically verified by the Management according to a phased programme designed to cover all the items over a period of two years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the Property, Plant and Equipment has been physically verified by the Management during the year and no material discrepancies have been noticed on such verification.
- (c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in Note 5 to the standalone financial statements, are held in the name of the Company, except for the following:

Description of property	Gross carrying value (₹ in lakhs)	Held in the name of	Whether promoter, director or their relative or employee	Period held - indicate range, where appropriate	Reason for not being held in the name of the Company
A portion of Freehold Land (Property, Plant and Equipment) at Bhilad (Gujarat)	80.03	GHCL Limited	No	Since April 2, 2022	The title deeds are held in the name of GHCL Limited. It was acquired during the previous year as part of a business purchase and the process of transfer of the title in favour of the Company is under process. (Refer note 55(b)(i) to the standalone financial statements).

- (d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year. Consequently, the question of our commenting on whether the revaluation is based on the valuation by a Registered Valuer, or specifying the amount of change, if the change is 10% or more in the aggregate of the net carrying value of each class of Property, Plant and Equipment (including Right of Use assets) or intangible assets does not arise.
- (e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016)

- (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore, the question of our commenting on whether the Company has appropriately disclosed the details in the standalone financial statements does not arise.
- (ii). (a) The physical verification of inventory excluding stocks with third parties has been conducted at reasonable intervals by the Management during the year and, in our opinion, the coverage and procedure of such verification by Management is appropriate. In respect of inventory lying with third parties, these have substantially been confirmed by them. The discrepancies noticed on physical verification of inventory as compared to book

- records were not 10% or more in aggregate for each class of inventory.
- (b) During the year, the Company has been sanctioned working capital limits in excess of ₹5 crores, in aggregate, from banks or financial institutions on the basis of security of current assets. The Company has filed quarterly returns or statements with such banks or financial institutions, which are in agreement with the unaudited books of account of the Company. (Also, refer Note 55 (a) (ii) to the standalone financial statements).
- (iii). (a) The Company has made investments in ten companies and four mutual funds during the year. The Company has not granted secured/unsecured loans/advances in nature of loans, or stood guarantee, or provided security to any parties during the year.
- (b) In respect of the aforesaid investments, the terms and conditions under which such investments were made are not prejudicial to the Company's interest.
- (c) In respect of the loans granted in earlier years, the schedule of repayment of principal and payment of interest has been stipulated, and the Party is also regular in payment of interest. During the year, principal amounts was not due and therefore, the question of our commenting on the regularity of repayment of principal does not arise.
- (d) In respect of the loans granted in earlier years, there is no amount which is overdue for more than ninety days.
- (e) There were no loans which have fallen due during the year and were renewed/extended. Further, no fresh loans were granted to same parties to settle the existing overdue loans.
- (f) There were no loans/ advances in nature of loans which were granted during the year including to promoters/related parties. Therefore, the reporting under clause 3 (iii)(f) of the Order are not applicable to the Company.
- (iv). In our opinion, the Company has complied with the provisions of Section 186 of the Act in respect of the loans and investments made and guarantees provided by it. The Company has not granted any loans or provided any guarantees or security to the parties covered under Section 185 of the Act.
- (v). The Company has not accepted any deposits or amounts which are deemed to be deposits referred in Sections 73, 74, 75 and 76 of the Act and the Rules framed there under.
- (vi). Pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products. We have broadly reviewed the same and are of the opinion that, prima facie, the prescribed accounts and records have been made and maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate or complete.
- (vii). (a) In our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of income tax and provident fund, though there has been a slight delay in a few cases, and is regular in depositing undisputed statutory dues, including employees' state insurance, sales tax, service tax, duty of customs, duty of excise, value added tax, cess, goods and services tax and other material statutory dues, as applicable, with the appropriate authorities.
- (b) The particulars of statutory dues referred to in sub-clause (a) as at March 31, 2024 which have not been deposited on account of a dispute, are as follows:

Name of the statute	Nature of dues	Amount (₹ in lakhs)	Period to which the amount relates (FY)	Forum where the dispute is pending	Remarks, if any
The Income Tax Act, 1961	Income Tax	7,795.27	2015-2016 to 2017-2018 and 2019-2020	Commissioner of Income Tax (Appeals)	Net of ₹1,360.31 lakhs paid under protest
The Goods and Service Tax Act, 2017	Goods and Service Tax	1,885.01	2016-2017 to 2019-2020	Deputy Commissioner of State Tax	Net of ₹99.00 lakhs paid under protest

Name of the statute	Nature of dues	Amount (₹ in lakhs)	Period to which the amount relates (FY)	Forum where the dispute is pending	Remarks, if any
The Central Excise Act, 1944	Excise Duty	81.34	2010-11 and 2011-2012	Commissioner of Central Excise and Service Tax	Net of ₹34.23 lakhs paid under protest
The Maharashtra Value Added Tax Act, 2002	Value Added Tax	4.39	2011-2012	Commissioner of Appeals, Pune Branch	

- (viii). There are no transactions previously unrecorded in the books of account that have been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.
- (ix). (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest to any lender during the year.
- (b) On the basis of our audit procedures, we report that the Company has not been declared Wilful Defaulter by any bank or financial institution or government or any government authority.
- (c) The Company has not obtained any term loans during the year ended March 31, 2024, and there was no unutilized balance of term loan obtained in earlier years as on April 1, 2023. Accordingly, reporting under clause 3(ix)(c) of the Order is not applicable to the Company.
- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis have been utilised for long-term purposes by the Company.
- (e) On an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.
- (f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiaries.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including
- debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) The Company has not made any preferential allotment or private placement of shares or fully or partially or optionally convertible debentures during the year. Accordingly, the reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable to the Company.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3 (xi) (c) of the Order is not applicable to the Company.
- (xii). As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the reporting under clause 3(xii) of the Order is not applicable to the Company.

- (xiii). The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of related party transactions have been disclosed in the Standalone financial statements as required under Indian Accounting Standard 24 "Related Party Disclosures" specified under Section 133 of the Act.
- (xiv) (a) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The reports of the Internal Auditor for the period under audit have been considered by us.
- (xv). In our opinion, the Company has not entered into any non-cash transactions with its directors or persons connected with him. Accordingly, the reporting on compliance with the provisions of Section 192 of the Act under clause 3(xv) of the Order is not applicable to the Company.
- (xvi). (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable to the Company.
- (b) The Company has not conducted non-banking financial / housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable to the Company.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable to the Company.
- (d) Based on the information and explanations provided by the management of the Company, the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) has five CICs as

part of the Group. We have not, however, separately evaluated whether the information provided by the management is accurate and complete.

- (xvii). The Company has not incurred any cash losses in the financial year or in the immediately preceding financial year.
- (xviii). There has been no resignation of the statutory auditors during the year and accordingly, the reporting under clause 3(xviii) of the Order is not applicable.
- (xix). On the basis of the financial ratios (also refer note 54 to the standalone financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date will get discharged by the Company as and when they fall due.
- (xx). As at balance sheet date, the Company does not have any amount remaining unspent under Section 135(5) of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable.
- (xxi). The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of Standalone Financial Statements. Accordingly, no comment in respect of the said clause has been included in this report.

For **Price Waterhouse Chartered Accountants LLP**  
Firm Registration Number:012754N/N500016

**Sachin Parekh**  
Partner  
Membership Number: 107038  
UDIN:24107038BKGOUJ4011

Place: Mumbai  
Date: May 27, 2024



## Standalone Balance Sheet

as at 31<sup>st</sup> March, 2024

(₹ in lakhs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	5	126,892.92	103,921.62
(b) Right-of-Use assets	6	3,683.66	2,727.30
(c) Capital Work-In-Progress	5	2,468.20	17,079.79
(d) Intangible Assets	7	312.32	290.35
(e) Intangible Assets under Development	7	986.99	355.14
(f) Financial Assets			
(i) Investments	8	1,057.45	1,057.45
(ii) Loans	9	-	3,697.66
(iii) Other Financial Assets	10	514.41	397.46
(g) Non-Current Tax Assets (net)	11	2,632.99	2,476.21
(h) Other Non-Current Assets	12	564.32	2,135.00
<b>Total Non-Current Assets</b>		<b>139,113.26</b>	<b>134,137.98</b>
<b>(2) Current Assets</b>			
(a) Inventories	13	105,302.57	77,794.09
(b) Financial Assets			
(i) Investments	14	13,267.11	14,349.25
(ii) Trade Receivables	15	56,035.24	48,228.52
(iii) Cash and Cash Equivalents	16	8,080.59	6,545.52
(iv) Bank Balances other than (iii) above	17	644.36	1,221.54
(v) Loans	18	3,753.23	-
(vi) Other Financial Assets	19	1,122.72	1,036.38
(c) Current Tax Assets (Net)	20	153.09	152.40
(d) Other Current Assets	21	21,875.17	14,791.32
<b>Total Current Assets</b>		<b>210,234.08</b>	<b>164,119.02</b>
<b>TOTAL ASSETS</b>		<b>349,347.34</b>	<b>298,257.00</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	22A	3,961.08	3,961.08
(b) Other Equity	22B	200,782.67	172,506.39
<b>Total Equity</b>		<b>204,743.75</b>	<b>176,467.47</b>
<b>LIABILITIES</b>			
<b>(1) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	23	13,566.23	19,842.55
(ii) Lease Liabilities	41	1,578.72	665.79
(b) Provisions	24	1,200.54	918.11
(c) Deferred Tax Liabilities (Net)	25B	8,826.45	7,397.08
(d) Other Non-Current Liabilities	26	3,487.33	810.05
<b>Total Non Current Liabilities</b>		<b>28,659.27</b>	<b>29,633.58</b>
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	27	77,842.31	64,245.51
(ii) Lease Liabilities	41	644.13	566.63
(iii) Trade Payables			
- Total outstanding dues of Micro and Small Enterprises	28	7,569.81	4,127.20
- Total outstanding dues of other than Micro and Small Enterprises	28	22,275.93	16,343.31
(iv) Other Financial Liabilities	29	5,933.54	5,584.67
(b) Other Current Liabilities	30	1,415.70	1,101.52
(c) Provisions	31	262.90	187.11
(d) Current Tax Liabilities (Net)		-	-
<b>Total Current Liabilities</b>		<b>115,944.32</b>	<b>92,155.95</b>
<b>Total Liabilities</b>		<b>144,603.59</b>	<b>121,789.53</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>349,347.34</b>	<b>298,257.00</b>
Material Accounting Policies	2		

The accompanying notes form an integral part of Standalone Financial Statements  
As per our report of even date

For Price Waterhouse Chartered Accountants LLP.

Firm Registration Number: 012754N/N500016

Sachin Parekh

Partner

Membership No.: 107038

Mumbai, 27<sup>th</sup> May, 2024

For and on behalf of Board of Directors

Anil Kumar Jain

Executive Chairman

DIN: 00086106

Mumbai, 27<sup>th</sup> May, 2024

Kailash R. Lalpuria

Executive Director & C.E.O.

DIN: 00059758

Mumbai, 27<sup>th</sup> May, 2024

K. Muralidharan

Chief Financial Officer

Mumbai, 27<sup>th</sup> May, 2024

Satnam Saini

Company Secretary

Membership No.: A26993

Mumbai, 27<sup>th</sup> May, 2024

## Standalone Statement of Profit and Loss

for the year ended 31<sup>st</sup> March, 2024

(₹ in lakhs)

Particulars	Note No.	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>I INCOME</b>			
Revenue from Operations	32	333,231.05	278,359.20
Other Income	33	4,624.08	3,413.57
<b>TOTAL INCOME</b>		<b>337,855.13</b>	<b>281,772.77</b>
<b>II EXPENSES</b>			
Cost of Materials Consumed	34	166,164.30	134,732.26
Purchase of Stock-In-Trade		2,011.47	3,072.42
Changes in Inventories of Work-In-Progress, Stock-In-Trade and Finished Goods	35	(23,900.75)	(9,178.34)
Employee Benefits Expense	36	28,031.77	23,463.42
Finance Costs	37	6,619.48	5,765.27
Depreciation and Amortisation Expense	38	7,187.98	6,255.34
Other Expenses	39	108,630.32	85,321.15
<b>TOTAL EXPENSES</b>		<b>294,744.57</b>	<b>249,431.52</b>
<b>III Profit before Tax (I-II)</b>		<b>43,110.56</b>	<b>32,341.25</b>
<b>IV Income Tax Expense</b>			
	25		
a) Current Tax		9,720.56	7,246.99
b) Deferred Tax		1,359.72	1,277.58
<b>Total Tax Expense</b>		<b>11,080.28</b>	<b>8,524.57</b>
<b>V Profit for the Year (III-IV)</b>		<b>32,030.28</b>	<b>23,816.68</b>
<b>VI Other Comprehensive Income/(Loss)</b>			
A Items that will not be reclassified to Profit and Loss:			
(i) Gain/(loss) on remeasurement of post-employment benefit obligations	48	(446.12)	(172.00)
(ii) Income tax related to above	25B	112.28	43.29
B Items that will be reclassified to Profit and Loss:			
(i) (Net Loss)/Profit on cash flow hedges		722.86	(1,888.92)
(ii) Income tax related to above	22B	(181.93)	475.40
<b>Total Other Comprehensive Income/(loss) for the year, net of tax</b>		<b>207.09</b>	<b>(1,542.23)</b>
<b>VII Total Comprehensive Income for the Year (V+VI)</b>		<b>32,237.37</b>	<b>22,274.45</b>
<b>VIII Earnings per Equity Share (Face value per share - ₹2) (Previous year ₹2)</b>			
a) Basic (₹)	45	16.17	12.03
b) Diluted (₹)		16.17	12.03
<b>MATERIAL ACCOUNTING POLICIES</b>	2		

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Mumbai, 27<sup>th</sup> May, 2024

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Satnam Saini

Company Secretary

Membership No.: A26993

Mumbai, 27<sup>th</sup> May, 2024

## Standalone Statement of Changes in Equity

for the year ended 31<sup>st</sup> March, 2024

### A. EQUITY SHARE CAPITAL

Particulars	Note No.	(₹ in lakhs)
<b>As at 31st March, 2022</b>		<b>3,947.99</b>
Changes in Equity Share Capital	22A	13.09
<b>As at 31st March, 2023</b>		<b>3,961.08</b>
Changes in Equity Share Capital	22A	-
<b>As at 31st March, 2024</b>		<b>3,961.08</b>

### B. OTHER EQUITY

(₹ in lakhs)

Particulars	Reserves and Surplus	Share pending issue	Reserves and Surplus			Effective Portion of Cash Flow Hedges	Total
			Capital Reserve	Securities Premium	Remeasurement of defined benefit obligations		
<b>Balance as at 01.04.2022.</b>	<b>(207.63)</b>	<b>13.09</b>	<b>1,653.72</b>	<b>104.80</b>	<b>151,154.54</b>	<b>996.32</b>	<b>153,714.84</b>
On account of acquisition (Refer note 46A (b))	478.19	-	-	-	-	-	478.19
On Merger of Pranavadiya Spinning Mills Limited	(0.01)	-	-	-	-	-	(0.01)
Allotted during the year	-	(13.09)	-	-	-	-	(13.09)
Profit for the Year	-	-	-	-	23,816.68	-	23,816.68
Other Comprehensive Income for the Year	-	-	-	(128.71)	-	(1,413.52)	(1,542.23)
Dividend on Equity Shares	-	-	-	-	(3,947.99)	-	(3,947.99)
<b>Balance as at 31.03.2023</b>	<b>270.55</b>	<b>-</b>	<b>1,653.72</b>	<b>(23.91)</b>	<b>171,023.23</b>	<b>(417.20)</b>	<b>172,506.39</b>
Profit for the Year	-	-	-	-	32,030.28	-	32,030.28
Other Comprehensive Income for the Year	-	-	-	(333.84)	-	540.93	207.09
Final Dividend on Equity Shares	-	-	-	-	(3,961.09)	-	(3,961.09)
<b>Balance as at 31.03.2024</b>	<b>270.55</b>	<b>-</b>	<b>1,653.72</b>	<b>(357.75)</b>	<b>199,092.42</b>	<b>123.73</b>	<b>200,782.67</b>

The accompanying notes form an integral part of Standalone Financial Statements

As per our report of even date

For Price Waterhouse Chartered Accountants LLP.

Firm Registration Number: 012754N/N500016

Sachin Parekh

Partner

Membership No.: 107038

Mumbai, 27<sup>th</sup> May, 2024

For and on behalf of Board of Directors

Anil Kumar Jain

Executive Chairman

DIN: 00086106

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K. Muralidharan

Chief Financial Officer

Mumbai, 27<sup>th</sup> May, 2024

Satnam Saini

Company Secretary

Membership No.: A26993

Mumbai, 27<sup>th</sup> May, 2024

## Standalone Statement of Cash Flows

for the year ended 31<sup>st</sup> March, 2024

(₹ In lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
Profit before Tax	<b>43,110.56</b>	<b>32,341.25</b>
<b>Adjustments for:-</b>		
Depreciation and Amortisation Expense	7,187.98	6,255.34
Gain on disposal of Property, Plant and Equipments	(2.82)	(144.57)
Finance Costs	6,619.48	5,765.27
Interest Income	(1,405.73)	(1,453.79)
Income from Government Grants	(686.27)	(46.21)
Mark to Market Loss / (Gain) on Forward Contracts (Net)	(41.44)	978.64
Provision for Doubtful Advances	(33.07)	(1,888.23)
Unrealised Forex Gain	(1,063.53)	(697.74)
Loss on Sale of Assets (Net)	174.57	113.34
Loss/(Gain) on Redemption of Mutual Funds	97.58	(26.57)
Loss/(Gain) on changes in value of NAV of Mutual Funds	(20.00)	(5.40)
	<b>53,937.31</b>	<b>41,191.33</b>
<b>Changes in Operating Assets and Liabilities:</b>		
<b>Adjustment for (increase)/decrease in operating assets</b>		
Non-Current Financial Assets	(116.95)	(348.69)
Inventories	(27,508.48)	14,708.92
Trade Receivables	(6,798.77)	(469.19)
Current Financial Assets	(30.63)	(259.56)
Other Current Assets	(5,321.16)	12,637.95
	<b>(39,775.99)</b>	<b>26,269.43</b>
<b>Adjustment for Increase / (Decrease) in Operating Liabilities:</b>		
Non-Current Provisions	(163.69)	527.49
Trade Payables	9,375.24	4,718.48
Other Current Financial Liabilities	513.86	(2,015.00)
Other Current Liabilities	174.06	(89.50)
Current Provisions	75.78	9,975.25
Income Taxes (paid) / refund received	(9,878.03)	(7,659.22)
	<b>14,258.54</b>	<b>63,113.00</b>
<b>Net Cash flow generated from / (used in) Operating Activities (A)</b>	<b>14,258.54</b>	<b>63,113.00</b>



## Standalone Statement of Cash Flows (contd.)

for the year ended 31<sup>st</sup> March, 2024

(₹ In lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment for Property, Plant & Equipment and Intangible Assets	(13,114.37)	(32,074.31)
Receipt from Sale of Property, Plant & Equipment	15.52	266.35
(Payment)/Receipt from Current Investments (net)	1,004.55	(14,166.85)
Receipt of Government Grants	1,550.51	-
Interest Received	1,604.70	782.96
<b>Net Cash Flow used in Investing Activities (B)</b>	<b>(8,939.09)</b>	<b>(45,191.85)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES.</b>		
Repayment of Long Term Borrowings	(4,969.50)	(3,186.22)
Proceeds from Long Term Borrowings	0.00	14,490.55
Proceeds/(Repayment) in Short Term Borrowings (net)	12,289.98	(46,931.23)
Finance Cost Paid	(6,484.04)	(5,809.18)
Lease Liabilities Paid (principal portion)	(659.73)	(648.58)
Dividend paid on Equity Shares	(3,961.09)	(3,947.99)
<b>Net Cash Flow generated from / (used in) Financing Activities (C)</b>	<b>(3,784.38)</b>	<b>(46,032.65)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>1,535.07</b>	<b>(28,111.50)</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>6,545.52</b>	<b>34,657.02</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>8,080.59</b>	<b>6,545.52</b>
<b>Non-Cash Financing and Investing Activities:</b>		
- Acquisition of Right of Use Assets	(1,859.16)	(308.76)
- Equity Shares issued in pursuance of Amalgamation	-	13.09
<b>Cash and Cash Equivalents at the end of the year comprises of:</b>		
(a) Cash in Hand	14.20	19.68
(b) Balance with Banks	-	-
(i) In Current Accounts/EEFC Accounts	3,866.39	6,525.84
(ii) In Fixed Deposits	4,200.00	-

### Note:

- The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standards (Ind AS) 7, 'Statement of Cash Flows'.

### The accompanying notes form an integral part of Standalone Financial Statements

As per our report of even date

For Price Waterhouse Chartered Accountants LLP.

Firm Registration Number: 012754N/N500016

Sachin Parekh

Partner

Membership No.: 107038

Mumbai, 27<sup>th</sup> May, 2024

### For and on behalf of Board of Directors

Anil Kumar Jain

Executive Chairman

DIN: 00086106

Mumbai, 27<sup>th</sup> May, 2024

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Chief Financial Officer

Mumbai, 27<sup>th</sup> May, 2024

Satnam Saini

Company Secretary

Membership No.: A26993

Mumbai, 27<sup>th</sup> May, 2024

## Notes accompanying to the Standalone Financial Statements

### 1. Corporate information and basis of preparation:

#### Corporate information:

Indo Count Industries Limited is a limited company incorporated and domiciled in India whose shares are publicly traded. The registered office is located at Office No.1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur-416109, Maharashtra, India.

The Company mainly deals in top of the bed items in textiles business. The Company has its wide network of operations in local as well as in overseas market.

The Financial statements of the Company for the year ended 31 March, 2024 were authorized for issue in accordance with a resolution of the Board of Directors on May 27, 2024.

#### Basis of preparation:

##### (i) Compliance with Ind AS

The standalone financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] as amended from time to time and other relevant provisions of the Act.

##### (ii) Historical cost convention:

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) measured at fair value
- defined benefit plans – plan assets measured at fair value

##### (iii) Rounding off:

The financial statements are presented in Indian Rupees ('INR') and all amounts are rounded off to the nearest lakhs as per requirement of Schedule III, unless otherwise indicated.

##### (iv) New and amended standards adopted by the Company:

The Ministry of Corporate Affairs vide notification dated 31 March 2023 notified the Companies (Indian

Accounting Standards) Amendment Rules, 2023, which amended certain accounting standards (see below), and are effective 1 April 2023:

- Disclosure of accounting policies - amendments to Ind AS 1
- Definition of accounting estimates – amendments to Ind AS 8
- Deferred tax related to assets and liabilities arising from a single transaction - amendments to Ind AS 12
- The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments did not have any material impact on the amounts recognised in current or prior periods and are not expected to significantly affect the future periods. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the Company's accounting policy already complies with the now mandatory treatment.

### 2. Material Accounting Policies

#### 2.1 Property, plant and equipment (including capital work-in-progress):

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost, less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are added to the asset's carrying amount or recognized as a separate asset only if future economic benefits are probable and the cost is reliably measurable. Components accounted for separately are derecognized when replaced. Other repairs and maintenance are expensed as incurred.

Gains and losses on disposals are calculated by comparing the proceeds with the carrying amount and are included in profit or loss within other income/expenses.

Capital work-in-progress mainly comprises of new property, plant and equipment and modernisation of an existing manufacturing unit being constructed

## Notes accompanying to the Standalone Financial Statements

in India. Expenditure incurred on assets in the course of construction are capitalised under Capital work in progress.

General and specific borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset, are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily takes substantial period of time (twelve months) to get ready for their intended use.

At the point when the construction of the asset is completed and it is ready to be operated as per management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences.

Depreciation is calculated using the straight-line method to allocate the cost of the assets, net of their residual values, over their estimated useful lives as follows:

Particulars	Estimated useful life followed by the Company (in years)
Buildings (other than factory buildings-RCC Frame Structure)	60
Buildings (Factory Buildings)	30
Buildings (Others)	3 to 10
Plant and machinery (Power Generation Plant)	40
Plant and machinery (Continuous process plant)	25
Plant and Machinery (Others)	10 to 15
Furniture and Fixtures	10
Computer and Office equipment	3 to 6
Vehicles	8

The useful life followed by the company is in line with those specified by Schedule II to the Act. The assets residual value and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period.

### 2.2 Financial assets: Investments and other financial assets

#### i) Classification:

The Company classifies its financial assets in the following measurement categories

- \* Those to be measured subsequently at fair value (either through other comprehensive income or through profit and loss)
- \* Those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

#### ii) Initial recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, being the date on which the Company commits to purchase or sale the financial asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Company has transferred substantially all the risks and rewards of ownership.

#### iii) Measurement

At initial recognition, the Company measures a financial asset (excluding trade receivables which do not contain a significant financing component) at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

#### Subsequent measurement (Debt instrument):

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the company classifies its debt instruments, which is explained below.

## Notes accompanying to the Standalone Financial Statements

#### a) At amortised cost:

The Company measures its financial assets at amortised cost only if both of the following criteria are met:

- the asset is held within a business model whose objective is to collect the contractual cash flows, and
- the contractual terms give rise to cash flows that are solely payments of principal and interest.

#### (b) At fair value through other comprehensive income (FVOCI):

Debt instruments are measured at FVOCI where the contractual cash flows are solely principal and interest and the objective of the Company's business model is achieved both by collecting contractual cash flows and selling financial assets.

#### (c) At fair value through profit or loss:

Debt instruments that do not qualify for measurement at amortised cost or FVOCI are measured at fair value through profit or loss.

Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is calculated using the effective interest method is recognised in the statement of profit and loss as part of other income.

#### Subsequent measurement (Equity instrument):

The Company subsequently measures all equity instruments at fair value. Where the Company's management has elected to present fair value gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognized in profit or loss as other income when the Company's right to receive payment is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other income in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

#### iv) Investments in subsidiaries

The investments in subsidiaries are carried in the standalone financial statements at historical cost. Investment in each subsidiary is tested for Impairment in accordance with Ind AS 36, 'Impairment of assets' by comparing its recoverable amount with its carrying amount, any impairment loss recognised reduces the carrying amount of investment.

#### v) Impairment of financial assets:

For trade receivables, the Company applies the simplified approach required by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain or loss in the statement of profit and loss.

The Company assesses on a forward-looking basis the expected credit losses associated with financial assets other than trade receivables. The impairment methodology applied depends on whether there has been a significant increase in credit risk. At each reporting date, the company assesses whether the credit risk on these financial instruments has increased significantly since initial recognition. If, at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, the Company measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. If, the credit risk on that financial instrument has increased significantly since initial recognition, the Company measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses.



## Notes accompanying to the Standalone Financial Statements

### 2.3 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognized initially at the transaction price as the company has applied practical expedient in accordance with paragraph 63 of Ind AS 115. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

### 2.4 Inventories

Inventories are valued at the lower of cost and net realisable value. The costs of individual items are determined on weighted average basis. Costs incurred in bringing each product to its present location and condition is accounted for as follows:

#### a) Raw materials, traded goods, packing material, stores & spares:

Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.

#### b) Finished goods and work in progress:

Cost comprises of direct materials, direct labour, and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.

#### c) Product Waste is valued at estimated realizable value.

Slow moving, non-moving, obsolete and defective inventories are duly provided based on estimate made by management considering their condition and future sales forecasts.

### 2.5 Revenue Recognition

#### a) Sale of Products

The Company derives revenues primarily from sale of products (i.e, goods). The Company has assessed revenue contracts and revenue is recognized upon satisfying

performance obligations in accordance with provisions of contract with the customer.

It recognizes revenue when control over the promised goods are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange of those goods. This is generally determined when goods are shipped to the customer at specific location in accordance with the agreed terms, following which the customer has full discretion over responsibility, manner of distribution and price to sell the goods and bears the risks of obsolescence and loss in relation to the goods and there is no unfulfilled obligation that would affect customer's acceptance of the product. All the foregoing occurs at a point in time upon shipment or delivery of the goods at the specific location.

The Company considers terms of the contract/purchase order in determining the transaction price. The Company considers freight, insurance and handling activities as costs to fulfil the promise to transfer the related goods depending upon the terms of contracts and the customer payments for such activities are recorded as a component of revenue. Revenue excludes any taxes and duties collected on behalf of the government.

The consideration in a contract includes a variable amount in relation to discounts, rebates, quality related claims and other deductions wherein the Company estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal.

Revenue from sale of by-products are included in revenue.

As a practical expedient, the company do not adjust the promised amount of consideration for the effects of a significant financing component if the company expects, at contract inception, that the period between when the company transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

## Notes accompanying to the Standalone Financial Statements

### b) Sale of services

The Company derives revenues from Job work services to other customers. Revenue from providing services is recognised in the accounting period in which the services are rendered upon satisfying performance obligations in accordance with the terms of contract with the customer.

### c) Export incentives:

Export incentives and subsidies (Rebate of State and Central Levies and Taxes (RoSCTL), Remission of Duties and Taxes on Export Products (RoDTEP) and duty drawback scheme) are recognized when there is reasonable assurance that the Company will comply with the conditions and the incentive will be received. These are recognised on shipment for export at the prescribed rates and is included in other operating income.

### 2.6 Income Taxes

The income tax expense for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country where the Company generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the standalone financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of

the transaction affects neither accounting profit nor taxable profit (tax loss) and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where the Company is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### 2.7 Leases

#### The Company as a lessee:

The Company leases land, buildings and Plant and machinery. Rental contracts are typically made for fixed periods of one month to 99 years.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable

## Notes accompanying to the Standalone Financial Statements

- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the Company under residual value guarantees
- the exercise price of a purchase option if the Company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Any escalation/increment in the lease payments which are fixed in nature, are included in the initial recognition of the lease liability.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

### Right-of-use assets:

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

Right-of-use assets are subsequently measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

For the leases term determination, the following factors are normally the most relevant:

- If there is significant penalty payments to terminate (or not extend), the Company is typically reasonably certain to extend (or not terminate).  
If any leasehold improvements are expected to have a significant remaining value, the Company is typically reasonably certain to extend (or not terminate)
- Otherwise, the Company considers the other factors including historical lease duration and the costs and business disruption required to replace the leased asset.

### The Company as a lessor:

Leases for which the Company is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

## 2.8 Employee benefits

### i) Short-term employee benefits

Liabilities for salaries, wages, bonus, ex-gratia, and incentives etc. that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

## Notes accompanying to the Standalone Financial Statements

### ii) Post-employment benefits

#### a) Defined contribution plans

Central Government Provident fund Scheme is a defined contribution plan. The Company has no further payment obligations once the contributions have been paid. The contribution paid /payable under the scheme is recognized in the statement of profit and loss during the period in which the employee renders the related services.

#### b) Defined Benefit Plans

The employee Gratuity Fund scheme managed by a Trust is a defined benefit plan.

The liability or asset recognised in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary at the year end using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in the finance cost in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in reserves and surplus in other equity. Remeasurement gain or loss are not reclassified to the statement of profit and loss in subsequent periods.

### iii) Other Long-term employee benefit

The Company has liabilities for compensated absences that are not expected to be settled wholly within 12

months after the end of the period in which the employees render the related service. These obligations are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet as the Company does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

## 2.9 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that arises from past events where either it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate cannot be made. The Company does not recognise a contingent liability but discloses its existence in the financial statements.

When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

## 2.10 Derivative financial instruments and hedge accounting

The Company enters into derivative contracts to hedge foreign currency risk on unexecuted firm commitments and highly probable forecast transactions.

Derivatives are only used for economic hedging purposes and not as speculative investments.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently



## Notes accompanying to the Standalone Financial Statements

re-measured to their fair value at the end of each reporting period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The Company designates certain derivatives as either hedges of a particular risk associated with the cash flows of recognised assets and liabilities or highly probable forecast transactions (cash flow hedges).

At inception of the hedge relationship, the Company documents the economic relationship between hedging instruments and hedged items including whether the changes in the cash flows of the hedging instrument are expected to offset changes in cash flows of hedged items. The Company documents its risk management objective and strategy for undertaking its hedge transactions.

Furthermore, at the inception of the hedge and on an ongoing basis, the Company documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

### Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss within other income/other expenses.

For cash flow hedging relationships that span multiple reporting periods, the ineffectiveness for the period is calculated as the difference between the cumulative ineffectiveness as at reporting date (based on the 'lesser of' the cumulative change in the fair value of the hedging instrument and the hedged item), and the cumulative ineffectiveness reported in prior periods.

Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity (but not as a reclassification adjustment) and included in the initial measurement of the cost of the non-financial asset or non-financial liability as a basis adjustment.

When option contracts are used to hedge forecast transactions, the Company designates only the intrinsic value of the options as the hedging instrument.

Gains or losses relating to the effective portion of the change in intrinsic value of the options are recognised in the cash flow hedging reserve within equity. The changes in the time value of the options that relate to the hedged item ('aligned time value') are recognised within other comprehensive income in the costs of hedging reserve within equity.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs, resulting in the recognition of a non-financial asset. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other income/other expenses.

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and

## Notes accompanying to the Standalone Financial Statements

accounted for in profit or loss at the time of the hedge relationship rebalancing.

### 2.11 Government Grants

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with.

Government grants relating to the purchase of property, plant and equipment are recognized once reasonable certainty is established and are included in non-current liabilities as deferred income and are credited to the statement of profit or loss on a straight-line basis over the remaining expected lives of the related assets and presented within other income.

### 2.12 Foreign currency translation

#### a. Functional and presentation currency

Items included in the financial statements of the Company are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The Company financial statements are presented in Indian Rupee (INR), which is also the functional and the presentation currency of the Company.

#### b. Transactions and balances

Foreign currency transactions are translated and recorded into the functional currency using the exchange rates prevailing on the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in Statement of Profit and Loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

### 2.13 Critical Estimates and Judgements

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the groups accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes -

- Right of Use – Assessment of Lease term (Note 2.7)
- Estimation of Defined benefit obligation (Note 2.8)
- Contingent liabilities (Note 2.9)
- Fair valuation of Derivatives (Note 2.10)
- Estimated useful life of Property, plant and equipment (Note 2.1)
- Provision for slow, non-moving and obsolete inventories (Note 2.4)

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the company and that are believed to be reasonable under the circumstances.

## 3 & 4. Other Accounting Policies

### 3.1 Intangible assets

Separately acquired intangible assets are shown at historical cost, less any accumulated amortisation and accumulated impairment losses, if any. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

The Company amortises intangible assets using the straight-line method over their estimated useful lives as follows:

Software	Over the period of 3 years
Patents and Trademarks	10 to 20 years

## Notes accompanying to the Standalone Financial Statements

The assets useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on derecognition are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income/other expenses.

Expenditure incurred for getting the trademark and patents registered in the Company's name (which generally takes four to five years) are capitalized under Intangible assets under development. At the point when the trademarks and patents are registered in the Company's name, the relevant costs are transferred to the appropriate category of intangible assets and amortisation commences.

### 3.2 Borrowing costs

Borrowing costs other than mentioned in Note 2.1 of material accounting policies are expensed in the period in which they are incurred.

### 3.3 Borrowings

Borrowings are initially recognised at fair value net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

### 3.4 Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of

- (i) the amount determined in accordance with the expected credit loss model as per Ind AS 109 and

- (ii) the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the principles of Ind AS 115.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

### 3.5 Impairment of non-current assets

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant and equipment, intangible assets and right of use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

## Notes accompanying to the Standalone Financial Statements

### 3.6 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet and for the purpose of presentation in the statement of cash flow, bank overdrafts is classified as cash and cash equivalents.

### 3.7 Other Income

#### Lease Income:

Lease agreements where the risks and rewards incident to the ownership of an asset substantially vest with the lessor are recognized as operating leases.

Lease income from operating leases where the Company is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.

#### Other income:

All other income is accounted on accrual basis when no significant uncertainty exists regarding the amount that will be received.

### 3.8 Earnings per share

#### Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity shareholders of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares, if any.

#### Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

### 3.9 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ("CODM").

The CODM of the Indo Count Industries Limited assesses the financial performance and position of the Company and makes strategic decisions. The Chairman, Vice chairman and CEO has been identified the CODM.

### 3.10 Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### 3.11 Provisions

Provisions for legal claims are recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market



## Notes accompanying to the Standalone Financial Statements

assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

### 3.12 Business combination

The acquisition method of accounting is used to account for all business combinations. The acquisition related cost are recognized under the statement of profit and loss as incurred. The Acquiree's identifiable assets, liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of the net identifiable assets acquired is recognized as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the difference is recognised directly in equity as capital reserve.

Business combinations involving entities or businesses under common control are accounted for using the

pooling of interest method. Under pooling of interest, the assets and liabilities of the combining entities are reflected at their carrying amounts. The only adjustments that are made are to harmonise accounting policies and tax adjustments as per the applicable statute. The difference between consideration and the carrying value is recognized as capital reserve.

The Company recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

### 3.13 Transition to Ind AS

On transition to Ind AS, the Company has elected to continue with carrying value of all of its property, plant and equipment and intangible assets measured as per previous GAAP and use the carrying value as the deemed cost of property, plant and equipment and intangible assets.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 5. Property, Plant And Equipment

FY 23-24

(₹ in lakhs)

Particulars	Land - Freehold	Buildings*	Plant and Machinery	Furniture and Fixtures	Office Equipment#	Vehicles	Total
<b>Gross Carrying Amount</b>							
<b>As at 01.04.2023</b>	<b>12,114.40</b>	<b>27,429.18</b>	<b>110,907.96</b>	<b>1,375.66</b>	<b>2,335.63</b>	<b>669.07</b>	<b>154,831.90</b>
Additions	191.42	10,264.03	18,384.38	213.74	472.79	63.64	29,590.00
Disposals	-	-	225.76	-	42.11	16.07	283.94
<b>As at 31.03.2024</b>	<b>12,305.82</b>	<b>37,693.21</b>	<b>129,066.58</b>	<b>1,589.40</b>	<b>2,766.31</b>	<b>716.64</b>	<b>184,137.96</b>
<b>Accumulated Depreciation</b>							
<b>As at 01.04.2023</b>	<b>-</b>	<b>6,697.58</b>	<b>41,501.34</b>	<b>699.17</b>	<b>1,610.61</b>	<b>401.58</b>	<b>50,910.28</b>
Depreciation charged for the year	-	1,077.38	4,920.01	142.62	231.16	60.25	6,431.42
Disposals	-	-	41.53	-	39.98	15.15	96.66
<b>As at 31.03.2024</b>	<b>-</b>	<b>7,774.96</b>	<b>46,379.82</b>	<b>841.79</b>	<b>1,801.79</b>	<b>446.68</b>	<b>57,245.04</b>
<b>Net Carrying Amount</b>							
<b>As at 31.03.2024</b>	<b>12,305.82</b>	<b>29,918.25</b>	<b>82,686.76</b>	<b>747.61</b>	<b>964.52</b>	<b>269.96</b>	<b>126,892.92</b>

\* a) Includes 10 shares of ₹50 each of Arcadia Premises Co-operative Society Limited.

\* b) Includes 10 shares of ₹50 each of Vardhman Industrial Complex Premises Co-operative Housing Society Limited.

For details of Property, Plant & Equipment pledged as security against borrowings refer note no. 23.

# includes computers with gross carrying amount of ₹450.73 lakhs and with net carrying amount of ₹349.71 lakhs as at 31.03.2024

### Capital work in progress

FY 23-24

Particulars	(₹ in Lakhs)
<b>Balance as at 01.04.2023</b>	<b>17,079.79</b>
Addition during the year	2,463.85
Capitalise during the year	17,075.44
<b>Balance as at 31.03.2024</b>	<b>2,468.20</b>

### Capital work-in-progress ageing

FY 23-24

#### Projects in Progress

(₹ in lakhs)

Particulars	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31.03.2024</b>	<b>2,463.86</b>	<b>4.34</b>	<b>-</b>	<b>-</b>	<b>2,468.20</b>

There are no Capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan.

There are no projects which are temporary suspended.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### PROPERTY, PLANT AND EQUIPMENT

FY 22-23

Particulars	(₹ in lakhs)						
	Land - Freehold	Buildings*	Plant and Machinery	Furniture and Fixtures	Office Equipment#	Vehicles	Total
<b>Gross Carrying Amount</b>							
<b>As at 01.04.2022</b>	<b>1,066.66</b>	<b>18,058.98</b>	<b>84,125.95</b>	<b>913.48</b>	<b>1,784.71</b>	<b>531.18</b>	<b>106,480.96</b>
Additions	11,047.74	9,370.20	28,637.27	464.23	551.69	147.46	50,218.59
Disposals	-	-	1,855.26	2.05	0.77	9.57	1,867.65
<b>As at 31.03.2023</b>	<b>12,114.40</b>	<b>27,429.18</b>	<b>110,907.96</b>	<b>1,375.66</b>	<b>2,335.63</b>	<b>669.07</b>	<b>154,831.90</b>
<b>Accumulated Depreciation</b>							
<b>As at 01.04.2022</b>	-	<b>5,920.68</b>	<b>38,883.74</b>	<b>587.79</b>	<b>1,358.65</b>	<b>361.20</b>	<b>47,112.06</b>
Depreciation charged for the year	-	776.90	4,240.20	111.50	252.70	49.47	5,430.77
Disposals	-	-	1,622.60	0.12	0.74	9.09	1,632.55
<b>As at 31.03.2023</b>	-	<b>6,697.58</b>	<b>41,501.34</b>	<b>699.17</b>	<b>1,610.61</b>	<b>401.58</b>	<b>50,910.28</b>
<b>Net Carrying Amount</b>							
<b>As at 31.03.2023</b>	<b>12,114.40</b>	<b>20,731.60</b>	<b>69,406.62</b>	<b>676.49</b>	<b>725.02</b>	<b>267.49</b>	<b>103,921.62</b>

\* a) Includes 10 shares of ₹50 each of Arcadia Premises Co-operative Society Limited.

\* b) Includes 10 shares of ₹50 each of Vardhman Industrial Complex Premises Co-operative Housing Society Limited.

For details of Property, Plant & Equipment pledged as security against borrowings refer note no. 23.

# includes computers with gross carrying amount of ₹320.43 lakhs; and with net carrying amount of ₹200.39 lakhs as at 31.03.2023..

### Capital work in progress

FY 22-23

Particulars	(₹ in Lakhs)
<b>Balance as at 01.04.2022</b>	2,105.60
Addition during the year	30,955.83
Capitalise during the year	15,981.64
<b>Balance as at 31.03.2023</b>	<b>17,079.79</b>

### Capital work-in-progress ageing

FY 22-23

#### Projects in Progress

Particulars	(₹ in lakhs)				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31.03.2023	10,196.49	6,883.30	-	-	17,079.79

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

Details of Capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan

Particulars	(₹ in lakhs)				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>Project in progress</b>					
Modernisation / Expansion at a Spinning Unit	16,070.42	-	-	-	16,070.42

There are no projects which are temporary suspended.

### 6. Right-of-Use (ROU) assets

FY 23-24

Particulars	(₹ in lakhs)			Total
	Land - Leasehold	Buildings	Plant and Machinery	
<b>Gross Carrying Amount</b>				
<b>As at 01.04.2023</b>	<b>1,640.89</b>	<b>2,165.06</b>	-	<b>3,805.95</b>
Additions	-	1,859.16	-	1,859.16
Disposals	-	1,076.28	-	1,076.28
<b>As at 31.03.2024</b>	<b>1,640.89</b>	<b>2,947.94</b>	-	<b>4,588.83</b>
<b>Accumulated Depreciation</b>				
<b>As at 01.04.2023</b>	<b>87.17</b>	<b>991.48</b>	-	<b>1,078.65</b>
Depreciation charged for the year	19.97	673.84	-	693.81
Disposals	-	867.29	-	867.29
<b>As at 31.03.2024</b>	<b>107.14</b>	<b>798.03</b>	-	<b>905.17</b>
<b>Net Carrying Amount</b>				
<b>As at 31.03.2024</b>	<b>1,533.75</b>	<b>2,149.91</b>	-	<b>3,683.66</b>

Refer Note No. 41 for information about Leases.

FY 22-23

Particulars	(₹ in lakhs)			
	Land - Leasehold	Buildings	Plant and Machinery	Total
<b>Gross Carrying Amount</b>				
<b>As at 01.04.2022</b>	<b>1,420.44</b>	<b>2,028.06</b>	<b>30.18</b>	<b>3,478.68</b>
Additions	220.45	308.76	-	529.21
Disposals	-	171.76	30.18	201.94
<b>As at 31.03.2023</b>	<b>1,640.89</b>	<b>2,165.06</b>	-	<b>3,805.95</b>
<b>Accumulated Depreciation</b>				
<b>As at 01.04.2022</b>	<b>67.19</b>	<b>404.61</b>	<b>3.08</b>	<b>474.88</b>
Depreciation charged for the year	19.98	709.28	7.32	736.58
Disposals	-	122.41	10.40	132.81
<b>As at 31.03.2023</b>	<b>87.17</b>	<b>991.48</b>	-	<b>1,078.65</b>
<b>Net Carrying Amount</b>				
<b>As at 31.03.2023</b>	<b>1,553.72</b>	<b>1,173.58</b>	-	<b>2,727.30</b>

Refer Note No. 41 for information about Leases.



## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 7. Intangible Assets

FY 23-24			
Particulars	(₹ in lakhs)		
	Software	Patents and Trademarks	Total
<b>Gross Carrying Amount</b>			
<b>As at 01.04.2023</b>	<b>680.11</b>	<b>327.99</b>	<b>1,008.10</b>
Additions	17.80	66.92	84.72
Disposals	-	-	-
<b>As at 31.03.2024</b>	<b>697.91</b>	<b>394.91</b>	<b>1,092.82</b>
<b>Accumulated Depreciation</b>			
<b>As at 01.04.2023</b>	<b>586.25</b>	<b>131.50</b>	<b>717.75</b>
Depreciation charged for the year	34.45	28.30	62.75
Disposals	-	-	-
<b>As at 31.03.2024</b>	<b>620.70</b>	<b>159.80</b>	<b>780.50</b>
<b>Net Carrying Amount</b>			
<b>As at 31.03.2024</b>	<b>77.21</b>	<b>235.11</b>	<b>312.32</b>

#### Intangible Assets under Development

FY 23-24	
Particulars	(₹ in Lakhs)
<b>Balance as at 01.04.2023</b>	<b>355.14</b>
Addition during the year	714.39
Capitalise during the year	82.54
<b>Balance as at 31.03.2024</b>	<b>986.99</b>

#### a) Intangibles under Development ageing

Particulars	(₹ in lakhs)				
	Amount in Intangible assets under Development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31.03.2024</b>	<b>714.38</b>	<b>120.88</b>	<b>13.14</b>	<b>138.59</b>	<b>986.99</b>

No Intangible under Development mentioned above is overdue or exceeded its cost compared to its original plan  
There are no projects which are temporarily suspended.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

FY 22-23			
Particulars	(₹ in lakhs)		
	Software	Patents and Trademarks	Total
<b>Gross Carrying Amount</b>			
<b>As at 01.04.2022</b>	<b>632.45</b>	<b>289.55</b>	<b>922.00</b>
Additions	47.66	38.44	86.10
Disposals	-	-	-
<b>As at 31.03.2023</b>	<b>680.11</b>	<b>327.99</b>	<b>1,008.10</b>
<b>Accumulated Depreciation</b>			
<b>As at 01.04.2022</b>	<b>523.90</b>	<b>105.86</b>	<b>629.76</b>
Depreciation charged for the year	62.35	25.64	87.99
Disposals	-	-	-
<b>As at 31.03.2023</b>	<b>586.25</b>	<b>131.50</b>	<b>717.75</b>
<b>Net Carrying Amount</b>			
<b>As at 31.03.2023</b>	<b>93.86</b>	<b>196.49</b>	<b>290.35</b>

#### Intangible Assets under Development

FY 22-23	
Particulars	(₹ in Lakhs)
<b>Balance as at 01.04.2022</b>	<b>226.20</b>
Addition during the year	172.98
Capitalise during the year	44.04
<b>Balance as at 31.03.2023</b>	<b>355.14</b>

#### a) Intangible assets under Development ageing

Particulars	(₹ in lakhs)				Total
	Amount in Intangible assets under Development for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31.03.2023</b>	<b>160.50</b>	<b>27.33</b>	<b>40.75</b>	<b>126.56</b>	<b>355.14</b>

No Intangible under Development mentioned above is overdue or exceeded its cost compared to its original plan  
There are no projects which are temporarily suspended.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 8. NON-CURRENT INVESTMENTS

Particulars	No. of Shares		(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>- Unquoted</b>				
<b>Investment in Equity Instruments</b>				
<b>Subsidiary Company - wholly owned</b>				
<b>In fully paid up equity shares : (measured at cost)</b>				
Indocount Global Inc, USA (face value USD 1000 per share)	800	800	446.19	446.19
Indo Count UK Limited (face value GBP 1 per share)	86,000	86,000	79.61	79.61
Indo Count Retail Ventures Private. Limited. (face value ₹10 per share)	10,000	10,000	1.00	1.00
Indo Count Global DMCC, UAE (face value AED 1000 per share)	2,750	2,750	530.65	530.65
<b>TOTAL</b>			<b>1,057.45</b>	<b>1,057.45</b>
<b>Aggregate amount of:</b>				
Unquoted Investments			1,057.45	1,057.45
Impairment in the value of Investments			-	-

### 9. NON-CURRENT LOANS

Particulars	(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Unsecured - Considered good:</b>		
Loans to a Subsidiary (Refer note 42)	-	3,697.66
<b>TOTAL</b>	<b>-</b>	<b>3,697.66</b>
Less: Loss allowance	-	-
<b>TOTAL</b>	<b>-</b>	<b>3,697.66</b>

9.1 The Company has provided long term loan to wholly owned subsidiary for the purpose of purchase of Inventory and Intellectual Property rights in relation to acquisition. These loans are given at rates of interest of 6.5 % p.a. The loan is repayable on or before March 31, 2025.

#### 9.2 Disclosure required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

(i) Loans and advances in the nature of loans given to wholly owned subsidiary. (₹ in lakhs)

Name of the Subsidiary	Loan (interest bearing) outstanding	Maximum amount outstanding during the year
Indo Count Global Inc., (USA)		
As at 31.03.2024 (Note 18)	-	-
As at 31.03.2023 (Note 9)	3,697.66	3,697.66

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 10. OTHER NON-CURRENT FINANCIAL ASSETS

Particulars	(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Unsecured - Considered good:</b>		
Security Deposits	514.41	397.46
<b>TOTAL</b>	<b>514.41</b>	<b>397.46</b>

### 11. NON-CURRENT TAX ASSETS (NET)

Particulars	(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Income Tax (Net of Provisions)	2,632.99	2,476.21
<b>TOTAL</b>	<b>2,632.99</b>	<b>2,476.21</b>

### 12. OTHER NON-CURRENT ASSETS

Particulars	(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>(Unsecured-considered good)</b>		
Capital Advances	302.88	2,097.13
Subsidy Receivable	261.44	37.87
<b>TOTAL</b>	<b>564.32</b>	<b>2,135.00</b>

### 13. INVENTORIES

Particulars	(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Raw Materials *	25,781.48	21,469.21
Work-in-Progress	37,395.55	24,979.10
Finished Goods		
- Manufactured Goods **	37,975.65	26,464.79
- Traded Goods	-	-
Product Waste	103.46	130.02
Stores & Spares ***	3,323.35	4,033.91
Dyes and Chemicals ****	723.08	717.06
<b>TOTAL</b>	<b>105,302.57</b>	<b>77,794.09</b>

\* Includes goods in transit ₹4,579.16 lakhs (previous year ₹2,187.41 lakhs).

\*\* includes goods in transit ₹12,577.16 lakhs (previous year ₹8,348.15 lakhs).

\*\*\* Includes goods in transit ₹141.16 lakhs (previous year ₹1,017.13 lakhs).

\*\*\*\* Includes goods in transit ₹39.69 lakhs (previous year ₹20.22 lakhs).

Write downs of inventories to net realisable value amounted to ₹121.54 lakhs (previous year ₹536.39 lakhs). Impact of these were recognised as an expense/ income during the year and included in 'changes in value of inventories of work-in-progress, stock-in trade and finished goods' and 'consumption of stores, spares, dyes and packing materials' in statement of profit and loss as at year end.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 14. CURRENT INVESTMENTS

Particulars	No. of Units		(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Investments measured at fair value through profit or loss</b>				
<b>UNQUOTED</b>				
<b>In Mutual Funds:</b>				
Union Aggressive Hybrid Fund- Regular Plan - Growth	99,985	99,985	15.89	12.22
Aventus Absolute Return Fund	-	1	-	143.61
Kotak Gilt Fund (Investment Regular) - Growth	628,079	-	553.82	-
ICICI Prudential Gilt Fund - Growth	382,296	-	354.68	-
HDFC Liquid Fund Regular Growth	1,621	-	76.15	-
SBI Liquid Fund Regular Growth	7,008	-	262.49	-
<b>In Bonds:</b>				
9.15% ICICI Bank Ltd Perpetual Bond	-	300	-	3,050.73
6.50% National Bank for Agri & Rural Development	-	100	-	999.99
5.40% HDFC Bank Perpetual Bond	-	100	-	989.13
8.5%/8.75% Perpetual bond of SBI Bank Ltd	90	350	898.87	3,577.75
8.7%/8.99% Perpetual Bond of Bank of Baroda	107	-	1,077.70	-
9.99%/9.86% Perpetual Bond of TATA Capital Limited	24	350	246.06	3,465.46
8.85% Bajaj Finance Limited	-	100	-	1,010.36
9.04% Perpetual Bond of Bank of India	100	-	1,008.13	-
8.64%/8.7%/8.69% Perpetual Bond of Union Bank Of India	15	-	1,500.66	-
8.25/8.5% Bond of Cholamandalam Investment And Finance Company Limited	98,400	-	1,475.01	-
9.86% Perpetual Bond of Tata Capital Financials Services Limited	136	-	1,392.18	-
8.75% Perpetual Bond of Punjab National Bank	16	-	1,607.93	-
10.10%/9.9%/5.5% Perpetual Bond of L&T Finance Limited	73	-	745.28	-
8.7% Perpetual Bond of GIC Housing Finance Limited	1,000	-	1,002.26	-
<b>In Certificate of Deposits:</b>				
7.7% HDFC Corporate Fixed Deposit	1	1	1,050.00	1,100.00
<b>TOTAL</b>			<b>13,267.11</b>	<b>14,349.25</b>
<b>Aggregate Value of:</b>				
Aggregate amount of Unquoted Investments			13,267.11	14,349.25
Impairment in the value of Investments			-	-

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 15. CURRENT TRADE RECEIVABLES

Particulars	(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>(a) Considered good - Unsecured</b>		
Trade receivables from contract with customers - Others	43,749.92	34,768.08
Trade receivables from contract with customers - Related Parties (Refer Note No. 42)	12,285.32	13,460.44
(b) Trade receivables which have significant increase in Credit Risk	-	-
(c) Trade receivables - Credit Impaired	-	-
<b>Subtotal</b>	<b>56,035.24</b>	<b>48,228.52</b>
Less: Loss allowance	-	-
<b>TOTAL</b>	<b>56,035.24</b>	<b>48,228.52</b>

#### Notes:

#### a) Trade Receivable Ageing

(₹ in lakhs)

Particulars	Not Due	Outstanding for following from due date of payment					Total
		Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at March 31, 2024</b>							
Undisputed Trade receivables:							
considered good	50,961.64	5,016.53	39.94	17.13	-	-	56,035.24
which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>50,961.64</b>	<b>5,016.53</b>	<b>39.94</b>	<b>17.13</b>	<b>-</b>	<b>-</b>	<b>56,035.24</b>
<b>As at March 31, 2023</b>							
Undisputed Trade receivables:							
considered good	42,228.83	5,944.81	31.15	4.76	-	18.97	48,228.52
which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>42,228.83</b>	<b>5,944.81</b>	<b>31.15</b>	<b>4.76</b>	<b>-</b>	<b>18.97</b>	<b>48,228.52</b>



## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 16. CASH AND CASH EQUIVALENTS

(₹ in lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Cash in hand	14.20	19.68
Balances with Banks :		
- In Current Accounts	1,247.56	5,953.38
- In EEFC Accounts	2,618.83	572.46
- In Fixed Deposits for period less than 3 months from original maturity	4,200.00	-
<b>TOTAL</b>	<b>8,080.59</b>	<b>6,545.52</b>

### 17. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
<b>Balances with Banks</b>		
In Unclaimed Dividend Accounts	273.75	244.61
- Held as Margin (Refer note 1 below) / Fixed Deposits	370.61	976.93
<b>TOTAL</b>	<b>644.36</b>	<b>1,221.54</b>

#### Note 1 :

- Includes ₹346.55 lakhs (previous year ₹291.84 lakhs) held with bank as margin money against bank guarantees for Letter of Credit facilities.
- Includes ₹0.05 lakhs (previous year ₹0.05 lakhs) receipt of which is lodged with Excise Department.
- Includes ₹11.25 lakhs (previous year ₹282.32 lakhs) receipt of which is held with bank as margin money against guarantee given to Maharashtra State Electricity Board.
- Includes ₹12.76 lakhs (previous year ₹5.00 lakhs) receipt of which is lodged with Maharashtra Pollution Control Board.

### 18. CURRENT LOANS

(₹ in lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
<b>Unsecured:</b>		
Loan to a Subsidiary	3,753.23	-
<b>TOTAL</b>	<b>3,753.23</b>	<b>-</b>

**18.1** The Company has provided long term loan to wholly owned subsidiary for the purpose of purchase of Inventory and Intellectual Property rights in relation to acquisition. These loans are given at rates comparable to the average external borrowing rate of interest of 6.5 % p.a. The loan is repayable on or before March 31, 2025.

#### 18.2 Disclosure required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

- Loans and advances in the nature of loans given to wholly owned subsidiary.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

(₹ in lakhs)

Name of the Subsidiary	Loan (interest bearing) outstanding	Maximum amount outstanding during the year
Indo Count Global Inc., (USA)		
31.03.2024 (Note 18)	3,753.23	3,753.23
31.03.2023 (Note 9)	-	-

### 19. OTHER CURRENT FINANCIAL ASSETS

(Unsecured-considered good)

(₹ in lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Security Deposits	129.73	123.25
Derivative Asset	206.79	-
Interest accrued on Loans, Bonds and Deposits	471.86	670.83
Others	314.34	242.30
<b>TOTAL</b>	<b>1,122.72</b>	<b>1,036.38</b>
Less: Loss allowance	-	-
<b>TOTAL</b>	<b>1,122.72</b>	<b>1,036.38</b>

### 20. CURRENT TAX ASSETS (NET)

(₹ in lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Advance Income Tax including tax deducted at source (Net of Provision)	153.09	152.40
<b>TOTAL</b>	<b>153.09</b>	<b>152.40</b>

### 21. OTHER CURRENT ASSETS

(Unsecured-considered good)

(₹ in lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Export Incentives	7,121.30	7,546.97
Balances with Government authority- Excise / Service Tax	69.39	70.84
Balances with Government authority-VAT / GST	10,014.63	5,479.74
Advance to Suppliers	1,783.12	1,194.03
Subsidy Receivable	2,535.31	805.69
Others	1,391.13	766.83
<b>TOTAL</b>	<b>22,914.88</b>	<b>15,864.10</b>
Less: Provision for Doubtful Receivables	1,039.71	1,072.78
<b>TOTAL</b>	<b>21,875.17</b>	<b>14,791.32</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 22(A). SHARE CAPITAL

(₹ in lakhs)

Particulars	As at	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
<b>Authorised:</b>		
<b>Equity Shares</b>		
371,350,000 Shares (previous year 371,350,000) of ₹2 each	7,427.00	7,427.00
Preference Shares		
5,000,000 Shares (previous year 5,000,000) of ₹10 each	500.00	500.00
<b>TOTAL</b>	<b>7,927.00</b>	<b>7,927.00</b>
<b>Issued, Subscribed and Paid-Up:</b>		
<b>Equity Shares</b>		
198,054,340 Equity Shares (previous year 198,054,340) of ₹2 each, fully paid up	3,961.08	3,961.08
<b>TOTAL</b>	<b>3,961.08</b>	<b>3,961.08</b>

#### Notes:

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year:

Particulars	Number of shares	(₹ in lakhs)
Equity shares outstanding as at April 01, 2022	197,399,670	3,947.99
Add: Issuance of shares on account of amalgamation of subsidiary (Refer note 46A(a))	654,670	13.09
Equity shares outstanding as at March 31, 2023	198,054,340	3,961.08
Add: Shares issued during the year	-	-
Equity shares outstanding as at March 31, 2024	198,054,340	3,961.08

(b) Terms / rights attached to equity shares

- (i) The Company has only one class of equity shares having a par value of ₹2 each. Each holder of equity shares is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.
- (ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to their shareholding.

(c) Details of equity shares in the company held by each shareholder holding more than 5% of shares is as under:

Particulars	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	No. of Shares	Percentage	No. of Shares	Percentage
Indo Count Securities Limited	31,041,385	15.67%	31,041,385	15.67%
Sandridge Investments Limited	62,002,455	31.31%	62,002,455	31.31%

d) There are no shares reserved for issue under options and contracts or commitments for the sale of shares or disinvestment.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### e) Disclosure of Shareholding of Promoters

Name of the Shareholder	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023		Percentage change during the year	Percentage change during the previous year
	No. of Shares	Percentage	No. of Shares	Percentage		
Sandridge Investments Limited	62,002,455	31.31%	62,002,455	31.31%	0.00%	0.00%
Indocount Securities Limited	31,041,385	15.67%	31,041,385	15.67%	0.00%	0.00%
Gayatri Devi Jain	6,685,855	3.38%	6,685,855	3.38%	0.00%	0.00%
Shikha Mohit Jain	5,248,825	2.65%	5,248,825	2.65%	0.00%	0.00%
Yarntex Exports Ltd.	2,312,500	1.17%	2,312,500	1.17%	0.00%	0.00%
Neha Singhvi	2,279,137	1.15%	2,279,137	1.15%	0.00%	0.00%
Shivani Patodia	2,173,750	1.10%	2,173,750	1.10%	0.00%	0.00%
Anil Kumar Jain	1,867,565	0.94%	1,867,565	0.94%	0.00%	0.00%
Margo Finance Limited	1,520,020	0.77%	1,520,020	0.77%	0.00%	0.00%
Mohit Anilkumar Jain	692,850	0.35%	692,850	0.35%	0.00%	0.00%
Slab Promoters Private Limited	308,325	0.16%	308,325	0.16%	0.00%	0.00%
Rini Investment and Finance Private Limited	119,100	0.06%	119,100	0.06%	0.00%	0.00%
Anil Kumar Jain HUF	75,000	0.04%	75,000	0.04%	0.00%	0.00%
Sunita Jaipuria	20,000	0.01%	20,000	0.01%	0.00%	0.00%
<b>TOTAL</b>	<b>116,346,767</b>	<b>58.74%</b>	<b>116,346,767</b>	<b>58.74%</b>	<b>0.00%</b>	<b>0.00%</b>

### (f) Dividend paid and proposed

(₹ in lakhs)

Particulars	2023-24	2022-23
(i) Dividend paid and recognised during the reporting period		
Final Dividend for F.Y. 2021-22: ₹2.00 per share (face value of ₹2 each)	-	3,947.99
Final Dividend for F.Y. 2022-23: ₹2.00 per share (face value of ₹2 each)	3,961.09	-
(ii) Dividends not recognised at the end of the reporting period		
In addition to the above dividends, subsequent to the year end the directors have recommended the payment of a final dividend of ₹2.20 per fully paid equity share (previous year ₹2.00). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	4,357.20	3,961.09

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 22(B). Other Equity

Particulars	(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Reserves and Surplus	200,658.94	172,923.59
Effective Portion of Cash Flow Hedges	123.73	(417.20)
<b>Total</b>	<b>200,782.67</b>	<b>172,506.39</b>

### Share pending issue

Particulars	(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Opening Balance	-	13.09
Shares allotted during the year	-	(13.09)
<b>Closing Balance</b>	<b>-</b>	<b>-</b>

### RESERVES AND SURPLUS

Particulars	(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Capital Reserve (Refer note i below)	270.55	270.55
Retained Earnings (Refer note iii below)	199,092.42	171,023.23
Securities Premium (Refer note ii below)	1,653.72	1,653.72
Remeasurement of defined benefit obligations (Refer note v below)	(357.75)	(23.91)
<b>Total Reserves and Surplus</b>	<b>200,658.94</b>	<b>172,923.59</b>
<b>(i) Capital Reserve</b>		
Opening Balance	270.55	(207.63)
Adjustment on account of acquisition (Refer note 46A (b))	-	478.19
Adjustment on Merger of Pranavadiya Spinning Mills Limited	-	(0.01)
<b>Closing Balance</b>	<b>270.55</b>	<b>270.55</b>
<b>(ii) Retained Earnings</b>		
Opening Balance	171,023.23	151,154.54
Profit for the Year	32,030.28	23,816.68
Final Dividend on Equity Shares	(3,961.09)	(3,947.99)
<b>Closing Balance</b>	<b>199,092.42</b>	<b>171,023.23</b>
<b>(iii) Securities Premium</b>		
Opening Balance	1,653.72	1,653.72
Addition during the year	-	-
<b>Closing Balance</b>	<b>1,653.72</b>	<b>1,653.72</b>
<b>(iv) Remeasurement of defined benefit obligations</b>		
Opening Balance	(23.91)	104.80
Addition during the year	(333.84)	(128.71)
<b>Closing Balance</b>	<b>(357.75)</b>	<b>(23.91)</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### Effective Portion of Cash Flow Hedges

Particulars	(₹ in lakhs)
<b>As at 1 April 2022</b>	<b>996.32</b>
Other comprehensive income for the year	(1,413.52)
<b>As at 31 March 2023</b>	<b>(417.20)</b>
Other comprehensive income for the year	540.93
<b>As at 31 March 2024</b>	<b>123.73</b>

### Notes

#### (i) Capital Reserve:

Majorly consists of capital reserve standing in books against acquisition of business unit, majorly includes reserves created on account of acquisition.

#### (ii) Securities Premium:

Securities Premium is created when shares issued at premium and will be utilised in accordance with the provision of the Act.

#### (iii) Retained Earning:

Retained earnings represents accumulated profit as on reporting date and can be utilised in accordance with the provision of the Act.

#### (iv) Effective Portion of Cash Flow Hedges:

Represents effective portion of gains or losses on derivatives that are designated and qualify as cash flow hedges, as described in accounting policy Note 2.10. These are subsequently reclassifiable to the statement of profit and loss.

#### (v) Remeasurement of defined benefit obligation:

Remeasurement of defined benefit obligations represents the effects of remeasurement of defined benefit obligations on account of actuarial gains and losses. These are not subsequently reclassifiable to the statement of profit and loss.

#### Note (b)

Movement of each item of Reserves and Surplus is presented in Standalone Statement of Changes in Equity.

### 23. NON-CURRENT BORROWINGS

Particulars	(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Secured (measured at amortised cost)		
1) Term Loan		
i) Rupee loans		
- From Banks (a)	7,824.72	10,700.67
- From Financial Institutions (a)	11,682.50	13,776.05
Less: Current maturity of long term debt	(5,940.99)	(4,634.17)
<b>TOTAL</b>	<b>13,566.23</b>	<b>19,842.55</b>



## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### a) Non-Current Borrowings terms of repayment and security (₹ in lakhs)

Particulars	Outstanding		Repayment Schedule	Security
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023		
<b>1) TERM LOAN</b>				
<b>Rupee loans</b>				
- From Banks (Loan detail of each bank is given below)				
a)	4,824.72	6,200.67	Quarterly Repayments from December 2022 to September 2027	a) First Pari passu charge with existing term lenders on both present and future movable and immovable assets of Home Made textile division located at Kolhapur. b) A second pari passu charge on all current assets and cash-flows, present and future.
b)	3,000.00	4,500.00	Monthly Repayments from April 2022 to March 2026	a) Second charge of entire current asset of the Company - inventory / receivables b) Second charge on the fixed assets of the company excluding Mumbai office, Thane office and spinning unit of the Company.
- From Financial Institutions				
a)	-	781.05	Quarterly Repayments from April 2019 to January 2024	a) First pari passu charge in the entire fixed assets of the company located at kolhapur location, for present and future b) Second pari passu charge on the entire current assets of the Company at kolhapur, for present and future.
b)	11,682.50	12,995.00	Quarterly Repayments from July 2023 to April 2028	a) Exclusive charge over the movable fixed assets of Company pertaining to the spinning unit at Kolhapur, Maharashtra financed under this loan. b) Exclusive charge over the factory building of Company pertaining to the spinning unit at Kolhapur, Maharashtra financed under this loan. c) Exclusive charge over the land of company situated at Plot No. 266, village Alte, Kumbhoj Road, Hatkanangale Taluka, Kolhapur, Maharashtra.
<b>TOTAL</b>	<b>19,507.22</b>	<b>24,476.72</b>		

Coupon rates for the above borrowings ranged between 6.60% to 9.50% p.a. (previous year 6.60% to 9.25% p.a.).

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 24. Non - Current Provisions (₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Employee benefit obligations		
Gratuity (Refer Note No. 48)	1,200.54	918.11
<b>Total</b>	<b>1,200.54</b>	<b>918.11</b>

### 25.(A) INCOME TAX

The major components of Income Tax expense for the years ended 31 March, 2024 and 31 March, 2023 are:

#### Income Tax expenses recognised in the Statement of Profit and Loss (₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Current Income Tax:</b>		
Current Income Tax charge	9,702.26	7,899.01
Adjustments in respect of Income Tax of previous years	18.30	(652.02)
<b>Deferred Tax:</b>		
Relating to origination and reversal of temporary differences	1,359.72	1,277.58
<b>Income Tax expense reported in the Statement of Profit and Loss</b>	<b>11,080.28</b>	<b>8,524.57</b>

#### Income Tax expense/(Credit) recognised in Other Comprehensive Income (OCI) (₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
On remeasurements of post employment Benefit obligation and on exchange fluctuation with respect to cash flow hedges.	69.65	(518.69)
<b>Income Tax charged/(Credited) to OCI</b>	<b>69.65</b>	<b>(518.69)</b>

### (B) DEFERRED TAX (LIABILITIES)/ASSETS (NET)

Significant components of deferred tax liabilities (net) of the Company are as follows : (₹ in lakhs)

Particulars	Opening Balance (As at 1 <sup>st</sup> April, 2023)	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income (OCI)	Closing Balance (As at 31 <sup>st</sup> March, 2024)
<b>Deferred tax (liabilities)/Assets recognised in relation to:</b>				
Property, Plant and Equipment and Intangible assets (including Right of Use assets)	(8,647.13)	(1,466.61)	-	(10,113.74)
Incomes credited to the Standalone Statement of Profit and Loss of the Company taxable in subsequent years	(2.04)	(5.03)	-	(7.07)
Allowance for doubtful debts, loans and advances	270.00	(8.32)	-	261.68
Expenses allowable in subsequent years	386.39	5.65	112.28	504.32
Lease Liability	322.18	258.23	-	580.41
Net (Gain) / Losses on Cash flow hedges	273.52	(143.64)	(181.93)	(52.05)
<b>Deferred Tax (Liabilities) (net)</b>	<b>(7,397.08)</b>	<b>(1,359.72)</b>	<b>(69.65)</b>	<b>(8,826.45)</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

(₹ in lakhs)

Particulars	Opening Balance (As at 1 <sup>st</sup> April, 2022)	Recognised in Statement of Profit and Loss	Recognised in Other Comprehensive Income (OCI)	Closing Balance (As at 31 <sup>st</sup> March, 2023)
<b>Deferred tax (liabilities)/Assets recognised in relation to:</b>				
Property, plant and equipment and Intangible assets (including Right of Use assets)	(8,420.93)	(226.20)	-	(8,647.13)
Incomes credited to the Standalone Statement of Profit and Loss of the Company taxable in subsequent years	(0.68)	(1.36)	-	(2.04)
Allowance for doubtful debts, loans and advances	917.56	(647.56)	-	270.00
Expenses allowable in subsequent years	144.09	199.01	43.29	386.39
Unabsorbed Tax Losses and Depreciation	756.43	(756.43)	-	-
Leases Liability	413.52	(91.34)	-	322.18
Net (Gain) / Losses on Cash flow hedges	(448.18)	246.30	475.40	273.52
<b>Deferred Tax (Liabilities)/Assets (net)</b>	<b>(6,638.19)</b>	<b>(1,277.58)</b>	<b>518.69</b>	<b>(7,397.08)</b>

### Reflected in the Balance Sheet:

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Deferred Tax Assets	1,346.41	1,252.09
Deferred Tax Liabilities	(10,172.86)	(8,649.17)
<b>Deferred Tax Liabilities (Net)</b>	<b>(8,826.45)</b>	<b>(7,397.08)</b>

### (C) The reconciliation of estimated income tax expense at Indian Statutory income tax rate to income tax expense reported in Statement of Profit and loss is as follow:

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Profit before income tax expense	43,110.56	32,341.25
Tax at Indian Tax rate of 25.168%	10,850.07	8,139.66
Income Tax with respect to previous year	(18.30)	652.02
Deferred Tax on Unabsorbed Tax Losses and Depreciation utilised	-	(756.43)
Corporate social responsibility expenses	190.63	144.62
Others	57.88	344.70
<b>Income Tax Expense</b>	<b>11,080.28</b>	<b>8,524.57</b>

### 26. OTHER NON-CURRENT LIABILITIES

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Deferred Government Grants related to Property, Plant & Equipment (Refer note 47)*	3,487.33	810.05
<b>Total</b>	<b>3,487.33</b>	<b>810.05</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### \*Movement in Deferred Government Grant (Current and Non current combined)

Particulars	(₹ in lakhs)
<b>Balance as at April 01, 2022</b>	<b>902.49</b>
Add: Accrued during the year	-
Less: Recognised as income during the year	46.22
<b>Balance as at March 31, 2023</b>	<b>856.27</b>
Add: Accrued during the year	3,503.70
Less: Recognised as income during the year	686.27
<b>Balance as at March 31, 2024</b>	<b>3,673.70</b>

### 27. CURRENT BORROWINGS

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Secured</b>		
Working Capital loans from Banks	71,901.32	59,611.34
Current Maturities of Long Term Borrowings (Note- 23)	5,940.99	4,634.17
<b>TOTAL</b>	<b>77,842.31</b>	<b>64,245.51</b>

Refer note a below for details of terms of repayment and security.

### a) Current Borrowings-Terms of Repayment and security

(₹ in lakhs)

Particulars	Outstanding		Repayment Schedule	Security
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023		
<b>1) PACKING CREDIT LOAN</b>				
<b>Rupee loans</b>				
- From Banks (Loan detail of each bank is given below)				
a)	16,000.00	13,636.90	Upto 180 Days	First pari passu charge on the entire current assets of the Company, both present and future
b)	10,600.00	11,461.66	Upto 180 Days	First pari passu charge on the entire current assets of the Company, both present and future
c)	11,950.00	11,500.00	Upto 180 Days	First pari passu charge on the entire current assets of the Company, both present and future
d)	15,100.00	9,022.17	Upto 180 Days	First pari passu charge on the entire current assets of the Company, both present and future

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### a) Current Borrowings-Terms of Repayment and security (contd.) (₹ in lakhs)

Particulars	Outstanding		Repayment Schedule	Security
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023		
e)	-	10,530.84	Upto 180 Days	First pari passu charge on the entire current assets of the Company, both present and future
f)	3,000.00	2,085.37	Upto 180 Days	First pari passu charge on the entire current assets of the Company, both present and future
g)	14,500.00	-	Upto 180 Days	First pari passu charge on the entire current assets of the Company, both present and future
<b>2) POST SHIPMENT CREDIT LOAN</b>				
<b>Rupee loans</b>				
- From Banks				
a)	-	1,374.40	Upto 180 Days	First pari passu charge on the entire current assets of the Company, both present and future
<b>3) Cash Credit Liability from Bank</b>				
	751.32	-	Repayment on Demand	First pari passu charge on the entire current assets of the Company, both present and future
<b>TOTAL</b>	<b>71,901.32</b>	<b>59,611.34</b>		

Coupon rates for the above borrowings ranged between 4.78% to 7.91% p.a. (previous year 3.35% to 5.90% p.a.).

### 28. TRADE PAYABLES

Particulars	(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Trade payables</b>		
(i) Total outstanding dues of micro and small enterprises (Refer note 28.1)	7,569.81	4,127.20
(ii) Total outstanding dues of creditors other than micro and small enterprises	22,275.93	16,343.31
<b>TOTAL</b>	<b>29,845.74</b>	<b>20,470.51</b>

**Note 28.1:** Disclosures required for Micro and small enterprises as defined under The Micro, Small and Medium Enterprises Development Act, 2006 (The MSMED Act):

Particulars	(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
(a) The principal amount due to supplier registered under MSMED Act and remaining unpaid as at year end.	7,700.21	4,418.29
(b) The interest due thereon and remaining unpaid as at year end.	0.69	5.89

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### (₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
	(c) The principal amount paid to supplier registered under MSMED Act beyond the appointed date during the year.	-
(d) The amount of interest paid, under section 16 of MSMED Act, to supplier registered under MSMED Act.	-	-
(e) The amount of interest paid, other than under section 16 of MSMED Act, to supplier registered under MSMED Act.	-	-
(f) The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act.	-	-
(g) The amount of interest accrued and remaining unpaid at the end of the accounting year	0.69	6.85
(h) The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the micro and small enterprises, for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act.	0.69	6.85*

\* Amount foregone by the supplier in the Current year.

The above information regarding dues payable to micro and small enterprises is complied by management to the extent the information is available with the company regarding the status of suppliers as micro and small enterprises.

### Notes:

#### Trade Payables Ageing

(Undisputed except mentioned in note below)

Particulars	Unbilled dues	Not Due	Outstanding for following years from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at March 31, 2024</b>							
<b>Trade payables</b>							
(i) Micro and Small Enterprise*	89.25	7,326.13	154.35	0.08	-	-	7,569.81
(ii) Others	1,357.80	16,917.80	3,839.42	100.14	12.70	48.07	22,275.93
<b>TOTAL</b>	<b>1,447.05</b>	<b>24,243.93</b>	<b>3,993.77</b>	<b>100.22</b>	<b>12.70</b>	<b>48.07</b>	<b>29,845.74</b>
<b>As at March 31, 2023</b>							
<b>Trade payables</b>							
(i) Micro and Small Enterprise*	377.76	3,174.32	572.97	2.15	-	-	4,127.20
(ii) Others	2,306.20	8,525.93	5,446.59	36.95	11.57	16.07	16,343.31
<b>TOTAL</b>	<b>2,683.96</b>	<b>11,700.25</b>	<b>6,019.56</b>	<b>39.10</b>	<b>11.57</b>	<b>16.07</b>	<b>20,470.51</b>

\* Includes disputed trade payable for micro and small enterprises of ₹166.68 lakhs (previous year ₹29.55 lakhs), having ageing of less than 1 year.



## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 29. OTHER CURRENT FINANCIAL LIABILITIES

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Interest Accrued but not due on Borrowings	260.84	125.40
Unpaid Dividend *	273.75	244.61
Derivative Liabilities (Refer note 51)	-	1,086.82
Director's Remuneration Payable (Refer note 42)	1,290.60	1,008.70
Commission Payable	438.83	424.46
Capital Creditors **	1,986.44	1,200.06
Contractual Liability	378.61	423.36
Employee Benefits Payable	1,242.60	1,028.22
Other Payables	61.87	43.04
<b>TOTAL</b>	<b>5,933.54</b>	<b>5,584.67</b>

\* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

\*\* Includes outstanding dues of micro and small enterprises ₹130.39 lakhs (previous year ₹291.09 lakhs). Refer Note 28.1 for details.

### 30. OTHER CURRENT LIABILITIES

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Advance from Customers	191.24	233.49
Deferred Government Grants related to Property, Plant and Equipment (Refer note 47*)	186.37	46.22
Other Payables		
- Statutory dues	820.67	648.61
- Rates and Taxes	9.71	15.08
- Others	207.71	158.12
<b>TOTAL</b>	<b>1,415.70</b>	<b>1,101.52</b>

\*Refer note 26 for movement in deferred government grant.

### 31. Current Provisions

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Employee Benefit Obligations</b>		
Compensated absences	262.90	187.11
<b>TOTAL</b>	<b>262.90</b>	<b>187.11</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 32. REVENUE FROM OPERATIONS

(₹ in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
1) Sale of Products (Refer Note 42)		
- Manufactured	299,376.37	242,759.84
- Stock-In-Trade	3,330.75	10,820.45
2) Sale of Services	1,962.36	1,839.96
3) Other Operating Revenue		
- Export Incentives / Benefits	28,561.57	22,938.95
<b>REVENUE FROM OPERATIONS</b>	<b>333,231.05</b>	<b>278,359.20</b>

#### Disaggregation of Revenue

##### Revenue based on Geography

(₹ in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
India	14,459.74	16,049.89
Outside India	318,771.31	262,309.31
<b>REVENUE FROM OPERATIONS</b>	<b>333,231.05</b>	<b>278,359.20</b>

#### Reconciliation of Revenue from Operations with Contract Price

(₹ in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Contract Price	344,050.16	285,597.66
Less:		
Sales Returns	637.63	-
Rebates and Discounts	5,861.25	3,263.84
Embedded Interest	-	492.84
Others Deduction	4,320.23	3,481.78
<b>REVENUE FROM OPERATIONS</b>	<b>333,231.05</b>	<b>278,359.20</b>

The Company has not entered into any fixed price long term contract and thus the company does not have any unsatisfied performance obligation as at the year end.

### 33 OTHER INCOME

(₹ in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Interest on Bank Deposits at Amortised Cost	205.73	153.89
Interest Income <sup>#</sup>	1200.00	1,299.90
Government Grants related to Property, Plant and Equipment (Refer note 47)	686.27	46.22
Miscellaneous Receipts and Incomes	94.60	155.55
Investment measured at FVTPL	20.00	5.40

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

Particulars	(₹ in lakhs)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Gain on Redemption of Mutual funds	-	26.57
Profit on Sale of Assets	2.82	144.57
Gain on Exchange rate fluctuation (Net)	2,374.66	1,316.28
Lease Rent Income	4.34	96.79
Sundry balances / Excess provision written back (Net)	12.60	0.98
Liability no longer payable written back	23.06	167.42
<b>TOTAL</b>	<b>4,624.08</b>	<b>3,413.57</b>

\*Includes interest income from financial assets measure at amortised cost of ₹242.56 lakhs (Previous year ₹237.82 lakhs) and interest income from assets measured at fair value through profit and loss of ₹859.14 lakhs (Previous year ₹536.14 lakhs).

### 34. COST OF MATERIALS CONSUMED

Particulars	(₹ in lakhs)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Raw material at the beginning of the year	21,469.21	44,869.57
Add: Purchases	170,476.57	111,331.90
Less : Raw material at the end of the year	25,781.48	21,469.21
<b>Total Cost of Materials Consumed</b>	<b>166,164.30</b>	<b>134,732.26</b>

### 35. CHANGES IN INVENTORIES OF WORK IN PROGRESS, STOCK IN TRADE AND FINISHED GOODS

Particulars	(₹ in lakhs)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Opening Balance</b>		
Finished Goods		
- Manufactured Goods	26,464.79	18,880.07
- Traded Goods	-	4,777.64
Work-in-Progress	24,979.10	18,561.90
Product waste	130.02	175.96
<b>Total Opening Balance (A)</b>	<b>51,573.91</b>	<b>42,395.57</b>
<b>Less: Closing Stock</b>		
Finished Goods		
- Manufactured Goods	37,975.65	26,464.79
- Traded Goods	-	-
Work-in-Progress	37,395.55	24,979.10
Product waste	103.46	130.02
<b>Total Closing Balance (B)</b>	<b>75,474.66</b>	<b>51,573.91</b>
<b>Total changes in inventories of Work-in-Progress, Stock-in-Trade and Finished Goods (A-B)</b>	<b>(23,900.75)</b>	<b>(9,178.34)</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 36. EMPLOYEE BENEFITS EXPENSE

Particulars	(₹ in lakhs)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Salaries, Wages and Bonus	23,157.55	19,340.11
Directors' Remuneration (Refer Note No. 42)	2,977.96	2,547.80
Contribution to Provident and Other Funds	1,156.07	1,061.51
Gratuity (Refer Note No. 48)	256.79	187.89
Staff Welfare Expenses	429.18	291.73
Recruitment and Training Expenses	54.22	34.38
<b>TOTAL</b>	<b>28,031.77</b>	<b>23,463.42</b>

### 37. FINANCE COST

Particulars	(₹ in lakhs)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Interest Expense for Financial Liability not classified as FVTPL*:		
- On Term Loans	1,730.34	847.90
- Working Capital Loans	4,402.07	4,085.73
- Others	62.84	32.10
Interest expense on lease liability	92.25	131.03
Bank Charges	253.62	623.89
Finance Procurement Charges	78.36	44.62
<b>TOTAL</b>	<b>6,619.48</b>	<b>5,765.27</b>

\* An amount of ₹186.61 lakhs has been capitalised to Capital work in progress / Property, plant and equipments during the year. (Previous Year of ₹226.21 lakhs)

### 38. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	(₹ in lakhs)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Depreciation on Property, plant and equipments	6,431.42	5,430.77
Depreciation on Right of Use assets	693.81	736.58
Amortisation on Intangible assets	62.75	87.99
<b>TOTAL</b>	<b>7,187.98</b>	<b>6,255.34</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 39. OTHER EXPENSES

(₹ in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Consumption of Stores, Spares, Dyes and Packing Materials	25,680.54	22,218.09
Jobwork Charges	31,658.60	18,845.52
Power and Fuel	19,873.31	17,063.99
Rent	391.86	313.89
Rates, Taxes and Fees	230.06	240.46
Legal and Professional Expenses	2,610.49	1,894.48
Insurance	882.74	979.12
Repairs to Plant and Equipments	846.80	792.28
Repairs to Buildings	236.60	176.88
Commission and Brokerage	1,205.68	1,157.88
Freight Outward	11,035.47	11,574.83
Other Selling Expenses	8,902.82	5,277.91
Loss on Sale of Assets	174.57	113.34
Loss on Redemption of Mutual funds	97.58	-
Bad Debts / Advances written off	18.40	0.06
Provision for Doubtful Debts/Advances	-	48.25
Corporate Social Responsibility (Refer Note No. 44)	757.43	574.66
Payment to Auditors (Refer (a) below)	71.47	49.47
Miscellaneous Expenses	3,955.90	4,000.04
<b>TOTAL</b>	<b>108,630.32</b>	<b>85,321.15</b>

#### (a) Includes Payment to Auditors

(₹ in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>As Auditors</b>		
-Statutory Audit Fees	47.00	38.35
-Limited Review Fees	12.00	8.00
-Certification	3.25	-
-Reimbursement of Expenses	9.22	3.12
<b>TOTAL</b>	<b>71.47</b>	<b>49.47</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 40. CONTINGENT LIABILITIES AND COMMITMENTS

#### A. Contingent Liabilities

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>1) Claims against Company not acknowledged as Debt:</b>		
i) Indirect Tax matters under appeal	2,132.72	1,108.82
ii) Direct Tax matter under appeal	1,144.36	6,990.60
iii) Other litigation claims (Including Pending Labour cases)	231.52	59.79
<b>2) Guarantee given by the Company:</b>		
i) Bank Guarantees	2,688.28	2,318.55

3) On account of a dispute in relation with Electricity Duty on electricity generated for captive use between 01.04.2000 and 30.04.2005 amounting to ₹292.07 lakhs (previous year ₹292.07 lakhs) excluding interest, the Honourable High Court of India vide its order dated 07.11.2009 passed a judgement in favour of the Company. The MSEDCL has further challenged the same at Honourable Supreme Court of India. The matter is yet to be heard by the Honourable Supreme Court of India. Management is confident on the positive outcome on this matter.

#### Notes:

(a) It is not practicable for the Company to estimate the timing of cash outflow, if any, in respect of the above pending resolution of the respective proceedings.

(b) The Company does not expect any reimbursement in respect of the above contingent liabilities.

Significant Estimates: The Company has litigations in respect of certain matters. The management does assessment of all outstanding matters and whenever required, further obtain legal advices including those relating to interpretation of law. Based on such assessment, it concludes whether a provision should be recognised or a disclosure should be made.

#### B. Commitments

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
a) Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for against property, plant and equipments.	5,696.46	5,653.77
b) Letter of credits opened for which the material has not yet been shipped	4,152.02	1,787.48

c) In terms of EPCG Licence issued and utilised, the Company has an export obligation for ₹21,322 lakhs (previous year ₹34,983 lakhs), which is to be fulfilled over a average period of 6 years. The Company has completed the export obligation to the extent of ₹20,121 lakhs (previous year ₹24,116 lakhs) till the current year and are under process of redemption. Further, there are licenses issued by the DGFT amounting to ₹1,201 lakhs (previous year ₹10,779 lakhs) for which capital goods are under imports.



## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 41. LEASES

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>(i) The Balance sheet Shows the following amounts relating to leases:</b>		
<b>Right of use assets</b>		
Building	2,149.91	1,173.58
Plant and Machinery	-	-
Land	1,533.75	1,553.72
<b>Lease Liabilities</b>		
Current	644.13	566.63
Non-Current	1,578.72	665.79
<b>(ii) Amount recognised in statement of Profit and Loss</b>		
<b>Depreciation Charge on Right of use assets</b>		
Building	673.84	709.28
Plant and Machinery	-	7.32
Land	19.98	19.98
(iii) Interest expense included in finance costs	92.25	131.03
(iv) Expense relating to short-term leases (included in other expenses)	391.86	313.89
(v) Expense relating to leases of low-value assets that are not shown above as short-term leases	-	-
(vi) Expense relating to variable lease payments not included in lease liability	-	-
(vii) Amount recognised in profit and loss arising from rent concessions	-	-

- (a) Total cash outflow for leases during current financial year is ₹1,077.64 lakhs (previous year ₹1,083.12 lakhs).
- (b) Refer note 6 for Additions to the Right-of-use assets.
- (c) There are no sale and leaseback transactions.
- (d) When measuring lease liabilities for leases that were classified as operating leases, the Company discounted lease payments using its incremental borrowing rate. The weighted average incremental borrowing rate applied is @8.55% (Previous year @8.55%).

### 42. RELATED PARTY DISCLOSURES

Related party disclosures as required by IND-AS 24 "Related Party Disclosures" are given below:

#### A. i) Key Management Personnel

- |                               |                             |
|-------------------------------|-----------------------------|
| 1. Shri Anil Kumar Jain       | Executive Chairman          |
| 2. Shri Mohit Jain            | Executive Vice Chairman     |
| 3. Shri K. R. Lalpuria        | Executive Director & C.E.O. |
| 4. Shri Kamal Mitra           | Director (Works)            |
| 5. Shri Dilip Thakkar         | Independent Director        |
| 6. Shri Prem Malik            | Independent Director        |
| 7. Shri Sushil Kumar Jiwrajka | Independent Director        |

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

- |                                    |                      |
|------------------------------------|----------------------|
| 8. Dr. (Mrs.) Vijayanti Pandit     | Independent Director |
| 9. Shri Sanjay Kumar Panda         | Independent Director |
| 10. Shri Siddharth Mehta           | Independent Director |
| 11. Shri Akash Nandkishor Kagliwal | Independent Director |
| 12. Shri Viswanathan Lakshmanan    | Independent Director |

#### ii) Relatives of Key Management Personnel

- Smt. G. D. Jain
- Smt. Shikha Jain

#### iii) Entities Controlled by Company

##### Subsidiaries

- Indo Count Retail Ventures Pvt. Ltd.
- Indo Count Global Inc., (USA)
- Indo Count UK Ltd., (United Kingdom) \*
- Indo Count Global DMCC, UAE

#### iv) Entities/Parties Controlled by KMPs and their relatives exists

- A. K. Jain HUF
- Kids Creation
- Indo Count Foundation

### B. Details of transactions and balances

(₹ In lakhs)

Particulars	Subsidiary	Entities Controlled by KMPs and their relatives exists
<b>Transactions during the year</b>		
<b>Sale of Goods</b>		
- Indo Count Global Inc., (USA)	31,490.53	-
- Indo Count UK Ltd., (United Kingdom)	29,164.87	-
- Indo Count Global DMCC, UAE, (United Arab Emirates)	2,279.86	-
- Indo Count Retail Ventures Pvt. Ltd.	44.87	-
	0.93	-
	<b>(36,481.47)</b>	<b>(-)</b>
- Indo Count Global Inc., (USA)	(33,432.81)	(-)
- Indo Count UK Ltd., (United Kingdom)	(3,048.66)	(-)
- Indo Count Retail Ventures Pvt. Ltd.	-	(-)
<b>Service Charges</b>		
- Indo Count Global DMCC, UAE	<b>524.60</b>	-
- Indo Count UK Ltd., (United Kingdom)	523.93	-
	0.67	-
	<b>(693.01)</b>	<b>(-)</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

Particulars	(₹ In lakhs)	
	Subsidiary	Entities Controlled by KMPs and their relatives exists
- Indo Count Global DMCC, UAE	(689.69)	(-)
- Indo Count UK Ltd., (United Kingdom)	(3.32)	(-)
<b>Interest Income on Loan</b>	<b>242.56</b>	-
- Indo Count Global Inc., (USA)	242.56	-
	<b>(237.82)</b>	<b>(-)</b>
- Indo Count Global Inc., (USA)	(237.82)	(-)
<b>Guarantee Commission Income (Other income-miscellaneous receipts and income)</b>	<b>56.60</b>	-
- Indo Count Global Inc., (USA)	56.60	-
	<b>(55.49)</b>	<b>(-)</b>
- Indo Count Global Inc., (USA)	(55.49)	(-)
<b>Lease Rent expenses</b>	-	<b>40.61</b>
- A. K. Jain HUF	-	40.61
	<b>(-)</b>	<b>(40.61)</b>
- A. K. Jain HUF	(-)	(40.61)
<b>Reimbursement of Expenses</b>	<b>0.18</b>	-
- Indo Count Retail Ventures Pvt. Ltd.	0.18	-
	<b>(0.18)</b>	<b>(-)</b>
- Indo Count Retail Ventures Pvt. Ltd.	(0.18)	(-)
<b>Design Charges</b>	-	<b>25.10</b>
- Kids Creation	-	25.10
	<b>(-)</b>	<b>(5.35)</b>
- Kids Creation	(-)	(5.35)
<b>CSR Expenses</b>	-	<b>757.43</b>
- Indo Count Foundation	-	757.43
	<b>(-)</b>	<b>(527.14)</b>
- Indo Count Foundation	(-)	(527.14)
<b>Commission expenses</b>	<b>352.70</b>	-
- Indo Count UK Ltd., (United Kingdom)	352.70	-
	<b>(128.10)</b>	<b>(-)</b>
- Indo Count UK Ltd., (United Kingdom)	(128.10)	(-)
<b>Balance Outstanding at the end of year</b>		
<b>a) Investments</b>	<b>1,057.46</b>	-
- Indo Count Global Inc., (USA)	446.19	-
- Indo Count UK Ltd., (United Kingdom)	79.62	-
- Indo Count Global DMCC, UAE	530.65	-
- Indo Count Retail Ventures Pvt. Ltd.	1.00	-
	<b>(1,057.45)</b>	<b>(-)</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

Particulars	(₹ In lakhs)	
	Subsidiary	Entities Controlled by KMPs and their relatives exists
- Indo Count Global Inc., (USA)	(446.19)	(-)
- Indo Count UK Ltd., (United Kingdom)	(79.61)	(-)
- Indo Count Global DMCC, UAE	(530.65)	(-)
- Indo Count Retail Ventures Pvt. Ltd.	(1.00)	(-)
<b>b) Trade Receivables</b>	<b>12,285.32</b>	-
- Indo Count Global Inc., (USA)	10,419.19	-
- Indo Count UK Ltd., (United Kingdom)	1,849.70	-
- Indo Count Global DMCC, UAE, (United Arab Emirates)	16.43	-
	<b>(13,460.44)</b>	<b>(-)</b>
- Indo Count Global Inc., (USA)	(11,023.23)	(-)
- Indo Count UK Ltd., (United Kingdom)	(2,437.21)	(-)
<b>c) Deposit - Rent</b>	-	<b>15.60</b>
- A. K. Jain HUF	-	15.60
	<b>(-)</b>	<b>(15.60)</b>
- A. K. Jain HUF	(-)	(15.60)
<b>d) Interest accrued on Loan</b>	-	-
- Indo Count Global Inc., (USA)	-	-
- Indo Count Global Inc., (USA)	(180.43)	-
	<b>(180.43)</b>	-
<b>e) Guarantee Commission Receivable (Other current financial asset-others)</b>	-	-
- Indo Count Global Inc., (USA)	-	-
	<b>(42.10)</b>	-
- Indo Count Global Inc., (USA)	(42.10)	-
<b>f) Unsecured Loan</b>	<b>3,753.23</b>	-
- Indo Count Global Inc., (USA)	3,753.23	-
	<b>(3,697.66)</b>	<b>(-)</b>
- Indo Count Global Inc., (USA)	(3,697.66)	(-)
<b>Other Payables</b>		
<b>g) Service Charges Payable (Trade payable)</b>	<b>43.79</b>	-
- Indo Count Global DMCC, UAE	43.79	-
	<b>(134.59)</b>	<b>(-)</b>
- Indo Count Global DMCC, UAE	(134.59)	(-)
<b>h) Lease Rent Payable</b>	-	<b>0.61</b>
- A. K. Jain HUF	-	0.61
	<b>(-)</b>	<b>(0.61)</b>
- A. K. Jain HUF	(-)	(0.61)

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

(₹ In lakhs)

Particulars	Subsidiary	Entities Controlled by KMPs and their relatives exists
<b>i) Commission Payable</b>	<b>102.63</b>	-
- Indo Count UK Ltd., (United Kingdom)	102.63	-
	<b>(42.76)</b>	<b>(-)</b>
- Indo Count UK Ltd., (United Kingdom)	(42.76)	(-)

Refer Note 53 for corporate guarantee given for Indo Count Global Inc (U.S.A) and outstanding as the year end.

### C. Transactions with key Management Personnel and their relatives.

(₹ in lakhs)

Particulars	Key Management Personnel	Relatives of Key Management Personnel
<b>Transactions during the year</b>		
Commission expenses	10.50	-
	<b>(9.00)</b>	<b>(-)</b>
Remuneration expenses (Refer note (d) and (e) below)	2,977.96	48.00
	<b>(2,547.80)</b>	<b>(48.00)</b>
Sitting fees	65.25	-
	<b>(56.00)</b>	<b>(-)</b>
<b>Balance outstanding during the year</b>		
Commission Payable	9.45	-
	<b>(8.10)</b>	<b>(-)</b>
Remuneration Payable	1,290.60	-
	<b>(1,008.70)</b>	<b>(-)</b>

- (a) Previous year figures are given in brackets.  
 (b) Related parties enlisted above are those having transactions with the Company during the year and previous year.  
 (c) The above transactions were done in the ordinary course of business and on normal commercial terms and conditions.  
 (d) As the liabilities for defined benefit plans and leave entitlements are provided on actuarial basis for the Company as a whole, the amounts pertaining to Key Management Personnel or relative of key management personnel are not included.  
 (e) Includes remuneration paid to Executive Chairman and Executive Vice Chairman amounting to ₹1,458.01 lakhs and ₹1,141.56 lakhs respectively.(previous year ₹1,224.25 lakhs and ₹942.06 lakhs). The Remuneration given in the above table excludes post employment benefit (i.e.Provident Fund) of ₹67.14 lakhs (Previous year of ₹61.20 lakhs).  
 (f) In respect of Indo Count UK Ltd., the Company has issued a letter of support for assessment of their going concern during previous year .

43. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Company. Chairman and vice chairman and chief executive officer of the Company are the chief operating decision makers. The Company operates only in one Business Segment i.e. 'Textile Business' which constitutes a single reporting segment.

The Company is domiciled in India. For details of revenue from operations from external customer location wise, refer note 32 of the Standalone Financial Statements.

No Non Current assets (other than financial assets) of the Company are physically located outside India.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 44. EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITIES (CSR)

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
a). Gross amount required to be spent by the company during the year	757.34	578.76
b). Amount spent (Towards other than ongoing project) during the year on:		
(i) Construction / acquisition of any asset	-	-
(ii) On purposes other than (i) above	757.43	574.66
c). Details of Contribution	-	-
Contribution to related party - Indo Count Foundation	757.43	527.14
Other than above	-	47.52

- d). Nature of CSR activities includes education, health, water and sanitation, environment, farmer livelihood, differently abled and old age care, sports promotion and community infrastructure.  
 e). There is no shortfall in CSR expenditure reported u/s 135 (5) of the Act in the current year and previous year. Further there were no ongoing projects u/s 135 of the Act in the current year and previous year. At the year end, there is no liability which is incurred but not paid.

### f) Details of excess amount spent under Section 135(5) of the Act

(₹ in lakhs)

For the year ended	Opening Balance*	Amount required to be spent during the year	Amount spent during the year	Closing Balance <sup>5</sup>
31.03.2024	5.31	757.34	757.43	5.42
31.03.2023	9.41	578.76	574.66	5.31

\* The excess CSR amount of the previous year has been utilised first during the year as approved by the board.

<sup>5</sup> The board has approved to carryforward the excess CSR expenditure for set off in succeeding years, as permitted under act

### 45. DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND-AS) 33 "EARNINGS PER SHARE"

(₹ Per Share)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
(a) Basic earnings per share	16.17	12.03
(b) Diluted earnings per share	16.17	12.03

### Basic/diluted earnings per share

The earnings and weighted average number of equity shares used in the calculation of basic/diluted earnings per share are as follows:

(₹ in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Profit after tax for the year attributable to the equity share holders of the Company	32,030.28	23,816.68
Weighted average number of equity shares used in the calculation of basic/ diluted earnings per share	198,054,340	198,054,340



## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 46A. Business Combination in Previous year

- a) (i) The Hon'ble National Company Law Tribunal (NCLT), Mumbai bench vide its order dated October 3, 2022 approved the scheme of amalgamation of Pranavadiya Spinning Mills Limited (PSML) (Transferor Company) with Indo Count Industries Limited (the Company) under section 230-232 of the Companies Act, 2013. Thereafter, the certified copy of the said order was filed with Registrar of Companies and the effective date of the amalgamation is October 20, 2022 while the Appointed Date for the amalgamation is October 1, 2020. Both the entities have the similar nature of business in Textiles.

To give effect of the approval of scheme, the Company in the Previous year, inter alia, accounted for:

- a) Amalgamation of PSML, a subsidiary under common control, using 'the pooling of interest method', as per (Ind AS 103 – Business Combination). The assets, liabilities and reserves of erstwhile Pranavadiya Spinning Mills Limited (PSML) have been taken over at book value.
- b) Elimination of inter-company transactions, including cancellation of 1,43,41,280 (nos.) Equity Shares of face value of ₹10 each held by the Company in PSML.

Accordingly, the Standalone Financial statements were restated from the beginning of the preceding period presented i.e. April 1, 2021. The net difference between the consideration and the value of net identifiable assets acquired was ₹388.01 lakhs.

(ii) Further, pursuant to the scheme, 654,670 Equity Shares of the Company having face value of ₹2/- each are allotted to the shareholders of Transferor Company, in the swap ratio of 2:15, and the listing and trading permission for the same has been received.

### b) Business combinations in the previous year

The Company had successfully completed the acquisition of Home Textile Business of GHCL Limited ("GHCL") including its manufacturing facility at Bhilad (Vapi), Gujarat, on a going concern basis, by way of a slump sale, on April 2, 2022 in accordance with the terms of Business Transfer Agreement ("BTA") dated December 6, 2021 as amended. The asset price allocation is done on the basis of valuation report provided by the Registered Valuer as approved by management.

#### (i) Summary of acquisition

Indo Count Industries Limited (ICIL) (acquirer) entered into a business transfer agreement with GHCL Limited (seller) to acquire GHCL's home textile (HT) business. The HT business had a fully operational manufacturing facility of 45 million metres annually. The plant is located at Bhilad near Vapi in Gujarat. ICIL had acquired home textile business of GHCL on slump sale basis for an aggregate consideration of ₹56,230 lakhs. The Business Transfer Agreement (BTA) between ICIL and GHCL was signed on 07 December 2021 and an amendment agreement was signed on 30 March 2022. The effective date of acquisition was 02 April 2022. Post the acquisition, the said plant has become an integral part of the business of the Company and entire operation of the Company (along with the said plant) was considered as one CGU. Accordingly, revenue and profit or loss of the said plant since the acquisition date could not be measured separately.

Details of the purchase consideration, the net assets acquired and capital reserve are as follows:

Purchase consideration	(₹ in lakhs)
Cash paid	56,230.00
Equity shares issued	-
<b>Total purchase consideration</b>	<b>56,230.00</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

(₹ in lakhs)

Particular of Assets and Liabilities acquired	Fair value
<b>Assets</b>	
Land	10,820.00
Building	5,000.00
Plant & Machinery	18,020.00
Office equipment	30.00
Electrification equipment	260.00
Furnitures & Fixures	200.00
Computer	90.00
Vehicles	20.00
Softwares	40.00
Loans	50.00
Inventories	13,940.00
Other current assets	1,280.00
Other current financial assets	360.00
Trade receivables	13,618.19
Cash margins	1,850.00
<b>Liabilities</b>	
Trade payables	(6,230.00)
Short term provisions	(550.00)
Other financial liabilities	(10.00)
Borrowings	(1,790.00)
Other contract liabilities	(120.00)
Interest	(60.00)
Other current liabilities	(110.00)
<b>Net identifiable assets acquired</b>	<b>56,708.19</b>

Calculation of Capital reserve	(₹ in lakhs)
Consideration transferred	56,230.00
Less: Net identifiable assets acquired	56,708.19
Capital Reserve	478.19

### (ii) Significant judgement:

#### (1) Fair valuation of Property, Plant and Equipment, Land and Building

The fair valuation of land, property plant and equipment and Building is carried out by the registered valuer which is a significant judgement with respect to fair valuation of land, property plant and equipment and Building for purchase price allocation.

#### (2) Acquired receivables

The fair value of acquired trade receivables was ₹13,620 lakhs. Net of a loss allowance of ₹40.00 lakhs.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### (iii) Purchase consideration

Cash outflow	(₹ in lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Outflow of cash for acquisition, net of cash acquired</b>		
Cash consideration	-	56,230.00
Less: Balances acquired	-	-
Cash	-	1,850.00
Bank overdraft	-	(1,790.00)
Net outflow of cash investing activities	-	56,170.00

### Acquisition-related costs

Acquisition-related costs of ₹22.00 lakhs that were not directly attributable to the issue of shares are included in other expenses in the statement of profit and loss of previous year and in operating cash flows in the statement of cash flows of previous year.

Amounts recognized in other comprehensive income is Nil.

There were certain job work related transaction with GHCL prior to acquisition, however same was not material considering long term view of relationship.

### 46B. During the current year, the company has reclassified/regrouped certain previous year figures for better presentation and in compliance with Indian Accounting Standards as under and are not considered material.

Particulars	(₹ in lakhs)	
	Balances as at March 31, 2023 (Reported)	Balances as at March 31, 2023 (after Reclassification/Regrouping)
Trade Receivables	49,379.50	48,228.52
Other Current Financial Assets		
-Security Deposits	123.25	123.25
-Interest accrued on Loans, Bonds and Deposits *	670.83	670.83
-Others	544.94	242.30
Less:- Loss Allowances	302.64	-
<b>Total (Other Current Financial Assets)</b>	<b>1,036.38</b>	<b>1,036.38</b>
Other Current Assets		
-Export Incentives / Claims Recoverable	7,546.97	7,546.97
-Balances with Excise / Service Tax Authorities	70.84	70.84
-Balances with VAT / GST Authorities	5,479.74	5,479.74
-Interest Accrued on Loans & Deposits	-	-
-Advance to Suppliers	1,194.03	1,194.03
-Subsidy Receivable	805.69	805.69
-Others	464.19	766.83
Less: Provision for Doubtful Receivables	770.14	1,072.78
<b>Total (Other Current Assets)</b>	<b>14,791.32</b>	<b>14,791.32</b>
<b>Total (Part of Current Assets)</b>	<b>65,207.20</b>	<b>64,056.22</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

(₹ in lakhs)

Particulars	Balances as at March 31, 2023 (Reported)		Balances as at March 31, 2023 (after Reclassification/Regrouping)	
	Trade Payables			
- Micro & Small Enterprises	4,418.29		4,127.20	
- Other than Micro & Small Enterprises	17,252.29		16,343.31	
<b>Total (Trade Payable)</b>		<b>21,670.58</b>		<b>20,470.51</b>
Other Financial Liabilities				
-Capital Creditors	-		1,200.06	
-Contractual Liability	1,574.34		423.36	
-Others	3,961.25		3,961.25	
<b>Total (Other Financial Liabilities)</b>	-	<b>5,535.59</b>	-	<b>5,584.67</b>
<b>Total (Part of Current Liabilities)</b>	-	<b>27,206.17</b>	-	<b>26,055.18</b>
<b>Cash Flow Reclassification</b>				
<b>Cash Flow from Operating activities</b>	-	<b>64,313.07</b>	-	<b>63,113.00</b>
<b>Cash Flow from Investing activities</b>	-	<b>(46,391.92)</b>	-	<b>(45,191.85)</b>

47. During the year, the Company has received a grant of ₹3,503.70 lakhs (previous year NIL). The Company has amortised the grant based on useful life of the plant and machinery and recognised income for current year of ₹686.27 lakhs (previous year ₹46.22 lakhs) under other income (Refer Note No. 33). The balance amount of grant is shown as "Deferred Government Grants related to Property, Plant & Equipment" in non-current liability ₹3,487.33 lakhs (previous year ₹810.05 lakhs) (Refer Note 26) and other current liability of ₹186.37 lakhs (previous year ₹46.22 lakhs) (Refer Note 30). The company doesn't have any unfulfilled conditions and other contingencies attaching to same.

### 48. DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND-AS) 19 "EMPLOYEE BENEFITS"

#### Defined Contribution Plans:

Amount of ₹1,156.07 lakhs (previous year ₹1,061.51 lakhs) is recognised as an expense and included in Employee Benefits Expense under the following defined contribution plans (Refer Note 36):

Particulars	(₹ Per Share)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Benefits:</b>		
Provident Fund	1,060.91	1,019.18
Employee State Insurance Scheme	93.59	40.78
Labour Welfare Scheme	1.57	1.55
<b>TOTAL</b>	<b>1,156.07</b>	<b>1,061.51</b>

#### Defined contribution plans

Provident Fund: The Company makes contribution to respective regional provident fund commissioners in relation to the workers/employees employed at various locaiton of the Company (as applicable). The Company recognises such contributions as an expense when incurred. The Company has no further contractual or constructive obligations beyond its yearly contribution.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

**Employee State Insurance Scheme:** The Company makes contribution towards Employees State Insurance scheme operated by ESIC Corporation (as applicable). The contributions payable to these plans by the Company are at rates specified in the rules of the scheme. The Company recognises such contributions as an expense when incurred. The Company has no further contractual or constructive obligations beyond its yearly contribution.

**Labour Welfare Scheme:** The Company makes contribution to state government in relation to labour employed at various location of the Company (as applicable). The Company recognises such contributions as an expense when incurred. The Company has no further contractual or constructive obligations beyond its yearly contribution.

### Defined Benefit Plans:

#### Gratuity

The Company provides for gratuity, a defined benefit retirement plan covering eligible employees. The said plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount as per Payment of Gratuity Act, 1972.

#### Risk exposure to defined benefit plans

The plans typically expose the Company to actuarial risks such as: asset volatility, interest rate risk, longevity risk and salary risk as described below:

#### Asset volatility

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on Indian government securities; if the return on plan asset is below this rate, it will create a plan deficit.

#### Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

#### Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

#### Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The most recent actuarial valuation of the plan assets and the present value of the defined benefit obligation was carried out at March 31, 2024. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

The Company makes annual contributions to the Life Insurance Corporation of India, which is funded defined benefit plan for qualifying employees.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

(₹ in lakhs)

Sr. No.	Particulars	GRATUITY	
		2023-24 (funded)	2022-23 (funded)
<b>I</b>	<b>Change in Present Value of Defined Benefit Obligation during the Year</b>		
1	Present Value of Defined Benefit Obligation at the beginning of the Year	2,995.77	2,162.17
2	Interest Cost	212.09	147.19
3	Current Service Cost	269.26	175.07
4	Liability Transferred out / Divestment	-	461.82
5	Benefits Paid	(210.47)	(119.41)
6	Actuarial Changes Arising from Changes in Financial Assumptions	361.61	(73.79)
7	Actuarial Changes Arising from Changes in Experience Adjustments	84.39	242.72
8	Present Value of Defined Benefit Obligation at the end of the Year	3,712.65	2,995.77
<b>II</b>	<b>Change in Fair Value of Plan Assets during the Year</b>		
1	Fair Value of Plan Assets at the beginning of the Year	2,077.66	1,943.54
2	Interest Income	156.24	140.32
3	Contributions Paid by the Employer	488.80	90.34
4	Benefits Paid from the Fund	(210.47)	(119.41)
5	Assets Transferred Out / Divestments	-	25.94
6	Return on plan assets, excluding amounts included in interest income	(0.12)	(3.07)
7	Fair Value of Plan Assets at the end of the Year	2,512.11	2,077.66
<b>III</b>	<b>Net Asset / (Liability) recognised in the Balance Sheet</b>		
1	Present Value of Defined Benefit Obligation at the end of the Year	3,712.65	2,995.77
2	Fair Value of Plan Assets at the end of the Year	2,512.11	2,077.66
3	Amount recognised in the Balance Sheet	1,200.54	918.11
4	Net (Liability) / Asset - Current	-	-
5	Net (Liability) / Asset - Non-Current	(1,200.54)	(918.11)
<b>IV</b>	<b>Expenses recognised in the Statement of Profit and Loss for the Year</b>		
1	Current service Cost*	269.26	175.07
2	Interest Cost on Benefit Obligation (Net)**	55.85	6.87
3	Actuarial Changes Arising from Changes in Demographic Assumptions	-	-
4	Actuarial Changes Arising from Changes in Financial Assumptions	-	-
5	Actuarial Changes Arising from Changes in Experience Adjustments	-	-
6	Return on Plan Assets excluding amount included in 'Net Interest on net Defined Liability / (Asset)' above	-	-
7	Adjustment in relation to gratuity expenses	-	5.95
8	Total Expenses included in Statement of Profit and Loss	325.11	187.89
<b>V</b>	<b>Recognised in Other Comprehensive Income for the Year</b>		
1	Actuarial Changes Arising from Changes in Demographic Assumptions	-	-
2	Actuarial Changes Arising from Changes in Financial Assumptions	361.61	(73.79)
3	Actuarial Changes Arising from Changes in Experience Adjustments	84.39	242.72
4	Return on Plan Assets excluding Interest Income	0.12	3.07
5	Recognised in Other Comprehensive Income	446.12	172.00



## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

(₹ in lakhs)

Sr. No.	Particulars	GRATUITY	
		2023-24 (funded)	2022-23 (funded)
<b>VI</b>	<b>Expected Maturity Profile of undiscounted Defined Benefit Obligation</b>		
1	Within the next 12 Months (Next Annual Reporting Period)	383.66	350.92
2	Between 2 and 5 Years	1,099.56	832.09
3	Between 6 and 10 Years	1,830.96	1,549.17
4	Above 10 years	4,368.28	3,584.08
<b>VII</b>	<b>Quantitative Sensitivity Analysis for Significant Assumption is as below:</b>		
	Present Value of Defined Benefits Obligation at the end of the Year		
(i)	One Percentage Point increase in Discount Rate	3,427.69	2,769.83
(ii)	One Percentage Point decrease in Discount Rate	4,039.06	3,253.81
(i)	One Percentage Point increase in Rate of Salary Increase	4,030.07	3,249.09
(ii)	One Percentage Point decrease in Rate of Salary Increase	3,430.23	2,769.59

\* Recognised in Employee benefit expenses

\*\* Recognised in Finance Cost

### VIII The major categories of plan assets as a percentage of total

Particulars	Gratuity	
	2023-24	2022-23
Insurer Managed Funds	100%	100%

### IX Actuarial Assumptions

Particulars	Gratuity (funded)	
	2023-24	2022-23
Discount Rate	7.22% p.a.	7.52% p.a.
Expected Return on Plan Assets	7.22% p.a.	7.22% p.a.
Salary Escalation	6.00% p.a.	5.00% p.a.
Mortality Rate during Employment	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

(i) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations.

(ii) The salary escalation rate is arrived after taking into consideration the seniority, the promotion and other relevant factors, such as, demand and supply in employment market.

#### Sensitivity analysis method

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumption may be correlated. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years and same data, method and assumptions have been used in preparing the sensitivity analysis which are used to determine period end defined benefit obligation.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### Expected contribution to the defined benefit plan for the next annual reporting period :

Contribution expected to be paid for the Plan of the Company during the year ended March 31, 2025 - ₹695.64 lakhs (Previous year ₹196.06 Lakhs).

Weighted Average duration of the Plan is 12.88 years (previous year 12.64 years).

### 49. DETAILS OF CAPITAL EXPENDITURE INCURRED DURING THE YEAR FOR RESEARCH AND DEVELOPMENT

(₹ in Lakhs)

Particulars	Carrying amount	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Plant and Machinery	10.93	45.48
<b>TOTAL</b>	<b>10.93</b>	<b>45.48</b>

### 50. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

#### I. Fair value measurement

(₹ in Lakhs)

Particulars	Carrying amount	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Financial Assets at Amortised Cost:</b>		
Trade Receivables	56,035.24	48,228.52
Loans	3,753.23	3,697.66
Other non current financial assets (Security deposit)	514.41	397.46
Other current financial assets	915.93	1,036.38
Cash and bank balance	8,724.95	7,767.06
<b>Total</b>	<b>69,943.76</b>	<b>61,127.08</b>
<b>Financial Assets at Fair Value through Profit and Loss:</b>		
Investments	13,267.11	14,349.25
Derivative Instruments	372.13	-
<b>Total</b>	<b>13,639.24</b>	<b>14,349.25</b>
<b>Financial Assets at Fair Value through Other Comprehensive Income:</b>		
Derivative Instruments	(165.34)	-
<b>Total</b>	<b>(165.34)</b>	<b>-</b>
<b>Financial Liabilities at Amortised Cost:</b>		
Non-Current Borrowings	13,566.23	19,842.55
Current Borrowings	77,842.31	64,245.51
Trade Payables	29,845.74	20,470.51
Other Financial Liabilities (Current)	5,933.54	4,497.86
<b>Total</b>	<b>127,187.82</b>	<b>109,056.43</b>
<b>Financial Liabilities at Fair Value through Profit and Loss:</b>		
-Derivative instruments	-	494.85
<b>Total</b>	<b>-</b>	<b>494.85</b>
<b>Financial Liabilities at Fair Value through Other Comprehensive Income:</b>		
-Derivative instruments	-	591.96
<b>Total</b>	<b>-</b>	<b>591.96</b>

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### II. Assets and liabilities which are measured at amortised cost for which fair values are disclosed

Fair value of cash and short-term deposits, security deposits, trade receivables, Loans and other current financial assets, trade payables, other current financial liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to the short-term maturities of these instruments. Carrying value of borrowings is approximately same to the fair value as the borrowings has been taken at floating rates..

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	Fair value	Carrying value	Fair value	Carrying value
<b>Non-current financial assets</b>				
Loans	-	-	3,697.66	3,697.66
<b>Current financial liabilities</b>				
Borrowings	77,842.31	77,842.31	64,245.51	64,245.51
<b>Non Current financial liabilities</b>				
Borrowings	13,566.23	13,566.23	19,842.55	19,842.55

### III. Assets and liabilities which are measured at FVPL or FVOCI

This note provides information about how the Company determines fair values of various financial assets and financial liabilities measured at FVPL or FVOCI. Fair value of the Company's financial assets and financial liabilities are measured on a recurring basis. The Company has made temporary investments in bonds, mutual funds and corporate deposits for short term business purposes, with the intent to liquidate these investments as needed for operational requirements. Some of the Company's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

The Company uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

(₹ in lakhs)

Financial assets/ financial liabilities	Fair value		Fair value hierarchy	Valuation technique
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023		
<b>Financial Assets at Fair Value through Profit and Loss:</b>				
Investments	13,267.11	14,349.25	Level 1 and Level 2*	Level 1 - Based on NAV from mutual fund house and Level 2 - Quoted market price or dealer quotes for similar instruments.
Derivative Instruments	372.13	-	Level 2	Discounted Cash Flow: Future Cash Flows are estimated based on maturity converted at banker's closing rates and discounted at a rupee funding rate.
<b>Total</b>	<b>13,639.24</b>	<b>14,349.25</b>		

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

(₹ in lakhs)

Financial assets/ financial liabilities	Fair value		Fair value hierarchy	Valuation technique
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023		
<b>Financial Assets at Fair Value through Other Comprehensive Income:</b>				
Derivative Instruments	(165.34)	-	Level 2	Same as above
<b>Total</b>				
<b>Financial Liabilities at Fair Value through Profit and Loss:</b>				
-Derivative instruments	-	494.85	Level 2	Same as above
<b>Total</b>				
<b>Financial Liabilities at Fair Value through Other Comprehensive Income:</b>				
-Derivative instruments	-	591.96	Level 2	Same as above

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.

\*Level 1 comprises of investments in mutual funds amounting to Rs 1,263.03 lakhs (previous year - Rs 155.83 lakhs) and Level 2 comprises of investments in bonds and corporate deposits amounting to Rs 12,004.08 lakhs (previous year - Rs 14,193.42 lakhs).

### 51. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's Corporate Treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group. These risks include market risk (including currency risk, interest rate risk and equity security price risk), credit risk and liquidity risk.

#### Market Risk

The Company seeks to minimise the effects of currency risk by using derivative and non derivative financial instruments to hedge risk exposures. The company has Risk Management Policies to mitigate the risks in commodity prices and foreign exchange. The use of financial derivatives is governed by the company's policies approved by the Board of Directors (BOD), which provide principles to use financial derivatives and non-derivative financial instruments, to hedge currency risk and commodity price risk. The Company does not enter into or trade financial instruments, including derivative financial instruments and non-derivative financial instruments for speculative purposes.

The periodical forex management report and commodity risk report as reviewed and approved by the management is placed before the Board of directors for review.

#### Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regard to interest income and interest expense and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio. Majority of the Group's borrowings are linked to variability in Bank MCLR rate, repo rate, T Bills.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

According to the Company, interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, an analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. Above 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

### Exposure to Interest Rate Risks

(₹ in lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Total Borrowings	91,408.54	84,088.06
% of Borrowings out of above bearing Variable Rate of Interest	96.72%	94.65%

### Interest Rate Sensitivity

A change of 50 bps in interest rates would have following impact on Profit before Tax: (₹ in lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
50 bps increase would decrease the Profit before Tax by	442.04	397.94
50 bps decrease would increase the Profit before Tax by	(442.04)	(397.94)

### Foreign Currency Risk

The Company operates internationally and portion of the business is transacted in multiple currencies and consequently the Company is exposed to foreign exchange risk through its sales in overseas and purchases from overseas suppliers in various foreign currencies.

Foreign currency exchange rate exposure is partly balanced by purchasing of goods, commodities and services in the respective currencies.

The Company evaluates exchange rate exposure arising from foreign currency transactions and the Company follows established risk management policies, including the use of derivatives like foreign exchange forward contracts/Option to hedge exposure to foreign currency risk.

Particulars	USD	EUR	GBP	CHF	JPY	CAD	(₹ In lakhs)
	(in lakhs)	(in Lakhs)	(in Lakhs)	(in Lakhs)	(in Lakhs)	(in Lakhs)	
<b>Foreign Currency Balance as at 31 March, 2023</b>							
Trade and Other Receivables	547.61	5.43	24.05	0.07	-	-	47,866.40
Non-Current Loan	45.00	-	-	-	-	-	3,697.65
Current Borrowings	(17.34)	-	-	-	-	-	(1,374.40)
Bank Balances	6.97	-	-	-	-	-	572.46
Trade and Other Payables	(33.25)	(0.14)	(0.42)	-	-	-	(2,784.27)
<b>Foreign Currency Balance as at 31 March, 2024</b>							
Trade and Other Receivables	615.84	0.71	17.70	0.05	15.20	-	53,295.41
Current Loan	45.00	-	-	-	-	-	3,753.23
Bank Balances	31.25	-	-	-	-	0.20	2,618.83
Trade and Other Payables	(19.24)	(0.18)	(0.99)	-	-	-	(1,727.55)

Receivables hedged against forward contracts - USD 405.00 lakhs (₹33,896.16 lakhs) (Previous year USD 266.90 lakhs (₹21,448.88 lakhs)).

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### Forward and Option Contracts

Foreign currency hedges taken by the Company against export trade receivables/ Firm commitment/probable exposure are as under:

Particulars	Number of Contracts	Foreign Currency in lakhs (USD)	(₹ in lakhs)	Buy / Sell
As at 31.03.2024	317	2,319.00	195,511.93	Sell
As at 31.03.2023	173	1,437.90	118,361.69	Sell

### Foreign Currency Sensitivity

5 % increase or decrease in foreign exchange rates will have the following impact on profit before tax: (₹ In lakhs)

Particulars	2023-24		2022-23	
	5 % Increase	5 % decrease	5 % Increase	5 % decrease
USD	1,277.48	(1,277.48)	1,574.61	(1,574.61)
EUR	3.99	(3.99)	24.90	(24.90)
GBP	98.15	(98.15)	124.38	(124.38)
CHF	0.25	(0.25)	0.29	(0.29)
JPY	0.42	(0.42)	-	-
CAD	0.61	(0.61)	-	-
<b>INCREASE / (DECREASE) IN PROFIT AND LOSS</b>	<b>1,380.90</b>	<b>(1,380.90)</b>	<b>1,724.18</b>	<b>(1,724.18)</b>

### Market Risk - Price Risk

#### Exposure

The Company's exposure to securities' price risk arises from investments held by the Company and classified in the Balance Sheet at fair value. To manage its price risk arising from investments in securities, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

#### Credit Risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivables. Individual risk limits are set accordingly.

#### Expected credit loss on financial assets:

The Company has balances in cash and cash equivalents, term deposits with banks, loans to related parties, security deposit, interest receivable on loans to related parties.

#### Cash and cash equivalent (including term deposits with Banks)

The Company is having balances in cash and cash equivalents, term deposits with banks which are nationalised and scheduled banks having high credit rating Further, investments are made in reputed institutions/funds houses/banks and having high credit ratings. At each reporting date management assesses if there are any risk involved on account of adverse credit ratings, media events, regulator such as RBI updates on the bank etc. considering its assessment, these balances are considered to have low credit risk of default.



## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### Loans to related parties

Loans and interest receivable from related parties have low credit risk and the same has low credit risk as the borrower has a capacity to meet its contractual cash flow obligations in the near term, and adverse changes in economic and business conditions in the longer term might, but will not necessarily, reduce the ability of the borrower to fulfil its obligations hence no risk of default is perceived on them.

### Trade receivables:

Credit Risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers taking into account the financial condition, current economic trends, credit rating analysis of major customers and analysis of historical bad-debts and ageing of trade receivables. The Company has customers with capacity to meet the obligations and do not believe that there are any particular customer or group of customers that would subject to any significant credit risks in the collection of trade receivable.

Based on management assessment, trade receivable are collectible in full considering analysis of customer credit risk. Further, the historical default rate is minimal. For trade receivables, the Company applies the simplified approach permitted by Ind AS 109 Financial Instrument, which requires expected lifetime losses to be recognised from initial recognition of the receivables. Based on the assessment considering historical default, ageing of trade receivables, the future market conditions and macro environment of business not being adverse/ negative, the expected credit loss, if any, during the reporting period in respect of trade receivable is not material and hence, no impairment loss has been recognised.

Moreover the default, if any, of export receivables are covered by Export Credit Guarantee Corporation of India (ECGC).

### Concentration risk

#### a) Information about Major Customers

Revenue arising from following customers contributing to more than 10% of the revenue individually (in any of the reporting period):

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Customer 1	64,967.74	36,597.53
Customer 2	@	33,432.81
Customer 3	43,935.69	@

@ not contributing more than 10% in the respective year

#### b) Information about Major Receivables

Receivables outstanding from following customers contributing to more than 10% of total receivables individually (in any of the reporting period):

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Customer 1	10,419.19	11,023.23
Customer 2	@	6,661.87
Customer 3	7,412.41	@

@ not contributing more than 10% in the respective year

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### Exposure to Credit Risk

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Financial Assets for which loss allowance is measured using 12-months' Expected Credit Losses (ECL)		
Loans	3,753.23	3,697.66
Cash and Bank Balances	8,354.34	6,790.13
Bank Deposits	370.61	976.93
Non Current financial assets (security deposits)	514.41	397.46
Other current financial assets	915.93	1,036.38

Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL)

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Trade Receivables	56,035.24	48,228.52

The ageing analysis of the Trade Receivables (gross of provision) has been considered from the date the invoice falls due.

(₹ in lakhs)

Particulars	Trade Receivables	Expected Credit Loss %	Expected Credit Loss
<b>As at 31.03.2024</b>			
Not Due	50,961.64	-	-
0-30 Days	4,110.53	-	-
31-60 Days	591.50	-	-
61-90 Days	239.64	-	-
91-120 Days	38.66	-	-
More than 120 Days	93.27	-	-
	<b>56,035.24</b>	-	-
<b>As at 31.03.2023</b>			
Not Due	42,228.83	-	-
0-30 Days	4,277.45	-	-
31-60 Days	602.78	-	-
61-90 Days	703.82	-	-
91-120 Days	84.84	-	-
More than 120 Days	330.80	-	-
	<b>48,228.52</b>	-	-

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### Liquidity Risk

Liquidity risk is defined as the risk that the Company will not be able to settle or meet its obligations on time or at a reasonable price. The Company's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Company's net liquidity position through rolling forecasts on the basis of expected cash flows. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of the financial assets and liabilities.

### Maturity Profile of Financial Liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

(₹ in lakhs)

Particulars	Less than 6 months	6-12 months	between 1-2 years	between 2-5 years	Over 5 Years	Total	Carrying Value
<b>As at 31-03-2024</b>							
Lease Liability (Non Current)	-	-	804.85	967.79	-	1,772.64	1,578.72
Lease Liability (Current)	394.10	410.23	-	-	-	804.33	644.13
Long Term Borrowings	3,189.25	2,751.75	7,034.74	6,531.49	-	19,507.23	19,507.22
Short Term Borrowings	71,901.32	-	-	-	-	71,901.32	71,901.32
Trade Payables	29,845.74	-	-	-	-	29,845.74	29,845.74
Other Current Financial Liabilities	5,933.54	-	-	-	-	5,933.54	5,933.54

(₹ in lakhs)

Particulars	Less than 6 months	6-12 months	between 1-2 years	between 2-5 years	Over 5 Years	Total	Carrying Value
<b>As at 31-03-2023</b>							
Lease Liability (Non Current)	-	-	423.81	293.93	-	717.74	665.79
Lease Liability (Current)	342.97	301.26	-	-	-	644.23	566.63
Non Current Borrowings	2,318.35	2,315.81	5,152.62	14,042.73	647.21	24,476.72	24,476.72
Current Borrowings	59,611.34	-	-	-	-	59,611.34	59,611.34
Trade Payables	20,470.51	-	-	-	-	20,470.51	20,470.51
Other Current Financial Liabilities	5,584.69	-	-	-	-	5,584.69	5,584.69

The amount of unused borrowing facilities (fund and non-fund based) available for future operating activities and to settle commitments is Rs. 54,099 lakhs as at March 31, 2024 (Rs. 80,519 Lakhs as at March 31, 2023).

### Derivative Financial instruments

The Company has adopted a Risk Management policy approved by the Board of Directors of the Company for managing foreign currency exposure. The policy enumerates the mechanism for Risk Identification, Risk Measurement and Risk Monitoring. The policy has approved a set of financial instruments for hedging foreign currency risk. The Company mainly uses forward contracts to manage the foreign currency risk.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

(a) The Company has designated following forward contracts as cash flow hedges which are outstanding as under:

Outstanding Contracts	Foreign Currency (FC in Lakhs)		Nominal amounts (₹ In Lakhs)		Change in fair value assets/ (liabilities) (₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
	Sell USD/INR					
Less than 12 months	1,449.00	917.90	122,094.63	74,932.35	188.84	(1,121.27)
More than 12 months	85.00	-	7,192.60	-	(34.09)	-

The line item in the balance sheet that include the above instruments are "Other Financial Assets" and "Other financial Liabilities"

(b) The effect of cash flow hedge in the statement of profit and loss and other comprehensive income is as follow:

(₹ in Lakhs)

Risk hedged	Change in the value of hedging instrument recognised in other comprehensive income*	Hedges ineffectiveness recognised in profit and loss (loss)/gain	Amount reclassified from cash flow hedging reserve to statement of profit and (loss) / gain	Line item affected in statement of profit and loss because of the reclassification
<b>Foreign exchange risk</b>				
March 31, 2024	722.86	-	41.44	Revenue
March 31, 2023	(1,888.92)	-	(529.30)	Revenue

\* net off the amount reclassified to statement of profit and loss

(c) Disclosure of effects of hedge accounting on financial position:

(₹ in Lakhs)

Types of hedge and risks	Nominal value - Liabilities	Carrying Value - Liabilities <sup>#</sup>	Maturity date	Hedge ratio	Weighted average strike rate for outstanding hedging instruments	Change in intrinsic value of outstanding hedging instruments since inception of the hedge <sup>#</sup>	Change in the value of hedged item used to determine hedge ineffectiveness
<b>FY 2023-24</b>							
<b>Cash flow hedge</b>							
Foreign exchange risk							
(i) Foreign exchange forward contracts	1,129.00	84.79	April 2024 - May 2025	1:1	84.28	84.79	-
(ii) Foreign currency options	785.00	38.94	July 2024 - April 2025	1:1	*	38.94	-

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

	Nominal value - Liabilities	Carrying Value - Liabilities <sup>#</sup>	Maturity date	Hedge ratio	Weighted average strike rate for outstanding hedging instruments	Change in intrinsic value of outstanding hedging instruments since inception of the hedge <sup>#</sup>	Change in the value of hedged item used to determine hedge ineffectiveness
<b>Types of hedge and risks</b>							
<b>FY 2022-23</b>							
<b>Cash flow hedge</b>							
Foreign exchange risk							
(i) Foreign exchange forward contracts	651.00	(442.98)	April 2023 - March 2024	1:1	81.63	(442.98)	-
(ii) Foreign currency options	520.00	25.78	July 2023 - March 2024	1:1	*	25.78	-

\* this is based on various combinations and conditions, hence, weighted average cannot be determined

# amount is computed post taking tax impact.

<b>Movements in cash flow hedging reserve and costs of hedging reserve</b>				(₹ in lakhs)
<b>Derivative instruments</b>	<b>Foreign exchange forward contracts</b>	<b>Foreign currency options</b>	<b>Total</b>	
<b>(i) Cash flow hedging reserve</b>				
<b>As at 1 April 2022</b>	<b>996.32</b>	<b>-</b>	<b>996.32</b>	
Add: Changes in discounted spot element of foreign exchange forward contracts	(2,443.65)	-	(2,443.65)	
Add: Changes in intrinsic value of foreign currency options	-	34.45	34.45	
Less: Amounts reclassified to profit or loss	520.30	-	520.30	
Less: Deferred tax relating to above (net)	484.05	(8.67)	475.38	
<b>As at 31 March 2023</b>	<b>(442.98)</b>	<b>25.78</b>	<b>(417.20)</b>	
Add: Changes in discounted spot element of foreign exchange forward contracts	746.74	-	746.74	
Add: Changes in intrinsic value of foreign currency options	-	52.04	52.04	
Less: Amounts reclassified to profit or loss	(41.44)	(34.45)	(75.89)	
Less: Deferred tax relating to above (net)	(177.51)	(4.43)	(181.94)	
<b>As at 31 March 2024</b>	<b>84.81</b>	<b>38.94</b>	<b>123.75</b>	

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 52A. Capital Management

#### Risk management

The Company manages its capital to ensure that the Company will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity. The Company sets the amount of capital in proportion to its overall financing structure, i.e. equity and financial liabilities. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

The Company's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

Consistent with others in the industry, the Company monitors capital on the basis of the following gearing ratio:

Net debt (total borrowings and lease liabilities net of cash and cash equivalents) divided by total 'equity' (as shown in the balance sheet)

The Company is not subject to any externally imposed capital requirements.

#### Gearing ratio

The gearing ratio at end of the reporting period is as follows.

(₹ in lakhs)

<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2024</b>	<b>As at 31<sup>st</sup> March, 2023</b>
(A) Debt*	93,892.23	85,445.88
(B) Cash and cash equivalents	8,080.59	6,545.52
<b>(C) Net debt (A-B)</b>	<b>85,811.64</b>	<b>78,900.36</b>
<b>(D) Total equity</b>	<b>204,743.75</b>	<b>176,467.47</b>
<b>Net Debt to equity ratio (C / D)</b>	<b>0.42</b>	<b>0.45</b>

\* Debt is defined as Non - Current and Current borrowings, as described in Notes 23 and 27 and includes interest accrued thereon as per Note 29 and lease liabilities as per Note 41.

#### Loan covenants

Under the terms of the major borrowing facilities, the Company has complied with applicable financial covenants through the current and previous year.

### 52B. NET DEBT RECONCILIATION

(₹ in lakhs)

<b>Particulars</b>	<b>As at 31<sup>st</sup> March, 2024</b>	<b>As at 31<sup>st</sup> March, 2023</b>
Cash and Cash Equivalents	8,080.59	6,545.52
Non-Current Borrowings (including Current Maturities)	(19,507.22)	(24,476.72)
Current Borrowings	(71,901.32)	(59,611.34)
Lease Liabilities	(2,222.85)	(1,232.42)
Interest Accrued but not Due	(260.84)	(125.40)
<b>NET DEBT</b>	<b>(85,811.64)</b>	<b>(78,900.36)</b>



## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

(₹ in lakhs)

Particulars	Cash and Cash Equivalents	Non Current Borrowings (including Current Maturities)	Current Borrowings and interest accrued but not due	Lease Liabilities	Total
<b>As at 31.03.2023</b>					
Opening Net Debt	34,657.02	(11,341.55)	(108,542.71)	(1,641.36)	(86,868.60)
Cash Flows	(28,111.50)	(13,135.17)	48,762.07	648.58	8,163.98
New Leases	-	-	-	(239.64)	(239.64)
Finance Cost	-	(847.90)	(4,085.73)	131.03	(4,802.60)
Interest Paid	-	847.90	4,129.63	(131.03)	4,846.50
<b>CLOSING NET DEBT</b>	<b>6,545.52</b>	<b>(24,476.72)</b>	<b>(59,736.74)</b>	<b>(1,232.42)</b>	<b>(78,900.36)</b>
<b>As at 31.03.2024</b>					
Opening Net Debt	6,545.52	(24,476.72)	(59,736.74)	(1,232.42)	(78,900.36)
Cash Flows	1,535.07	4,969.50	(12,289.98)	659.73	(5,125.68)
New Leases	-	-	-	(1,650.16)	(1,650.16)
Finance Cost	-	(1,730.34)	(4,402.07)	92.25	(6,040.16)
Interest Paid	-	1,730.34	4,266.63	(92.25)	5,904.72
<b>CLOSING NET DEBT</b>	<b>8,080.59</b>	<b>(19,507.22)</b>	<b>(72,162.16)</b>	<b>(2,222.85)</b>	<b>(85,811.64)</b>

### 53. DETAILS OF LOANS GIVEN, INVESTMENTS MADE AND GUARANTEE GIVEN COVERED UNDER SECTION 186(4) OF THE COMPANIES ACT, 2013

Loan and Financial guarantee given by the Company :

(₹ in lakhs)

Name of the Company	Nature	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Indo Count Global Inc., USA (Subsidiary)	Guarantee	5,421.33	5,341.05
Indo Count Global Inc., USA (Subsidiary)	Loan	3,753.23	3,697.66
<b>TOTAL</b>		<b>9,174.56</b>	<b>9,038.71</b>

The above guarantee is given to bank for securing working capital arrangements and for loan refer note no 9.1.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 54. ANALYTICAL RATIOS

S. No.	Ratio	Times/ %	Numerator	Denominator	March 2024	March 2023	Variance	Reasons for the Variances, if more than 25 %
(a)	Current Ratio	Times	Current Assets	Current Liabilities	1.81	1.78	1.82%	
(b)	Debt-Equity Ratio	Times	Total Debt (Refer note 8)	Shareholders' Equity	0.46	0.48	-5.42%	
(c)	Debt Service Coverage Ratio	Times	Earning for Debt Service (Refer note 1)	Debt Service (Refer note 2)	3.95	4.03	-1.99%	
(d)	Return on Equity Ratio	%	Profit for the year	Average Shareholder's Equity	16.80%	14.26%	17.88%	
(e)	Inventory Turnover Ratio	Times	Cost of Goods Sold (Refer note 3)	Average Inventories	2.84	2.57	10.35%	
(f)	Trade Receivable Turnover Ratio	Times	Net Revenue from Operation (Refer note 4)	Average Trade Receivables	5.84	5.36	9.02%	
(g)	Trade Payable Ratio	Times	Net Purchases (Refer note 5)	Average Trade Payables	7.85	7.52	4.42%	
(h)	Net Capital Turnover Ratio	Times	Revenue from Operations	Working Capital	3.53	3.87	-8.63%	
(i)	Net Profit Ratio	%	Profit for the year	Revenue from Operations	9.61%	8.56%	12.34%	
(j)	Return on Capital Employed	%	Earning before Interest and Taxes (Refer note 6)	Capital Employed (Refer note 7)	16.26%	14.19%	14.56%	
(k)	Return on Investment	%	Earning before Interest and Taxes (Refer note 6)	Closing Total Assets	14.24%	12.78%	11.42%	

#### Notes

- Earning for Debt Service = Net Profit after taxes + Non- cash operating expenses like depreciation and other amortizations + interest + other adjustments like loss on sale of fixed assets-Profit on sale of fixed assets
- Debt Service = Finance Cost + Lease expense + Long term borrowings paid during the year
- Cost of goods sold = Cost of Materials Consumed + Purchase of Stock-In-Trade + Changes in Inventories of Work-In-Progress, Stock-In-Trade and Finished Goods + Employee costs excluding Director's remuneration + Depreciation + Other expenses (exclusion in other expenses - Commission, freight outwards, other selling expenses, loss on sale of assets, Provision for doubtful debts and miscellaneous expenses)
- Net Revenue from Operations = Revenue from Operations - Other Operating Revenue
- Net Purchases = Total purchases of Raw material and components, Purchase of Stock-In-Trade and Purchases of Stores, Dyes and Packing Materials

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

- 6 Earning before Interest and Taxes = Profit before taxes + Finance Costs  
 7 Capital Employed = Equity + Non Current borrowings + Current Borrowings + Deferred Tax Liabilities+Lease Liabilities-Intangible Assets  
 8 Total Debt = Non Current borrowings + Current borrowings+Lease Liabilities

### 55(a) Additional regulatory information required by Schedule III

#### i) Details of benami property held

No proceedings have been initiated on or are pending against the Company for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

#### ii) Borrowing secured against current assets

The Company has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets (Including revisions thereof) filed by the Company with banks and financial institutions were in agreement with the unaudited books of account.

#### iii) Wilful defaulter

The Company has not been declared wilful defaulter by any bank or financial institution or government or any other lender.

#### iv) Relationship with struck off companies

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

#### v) Compliance with number of layers of companies

The Company has complied with the number of layers prescribed under the Companies Act, 2013, read with the Companies (Restriction on number of Layers) Rules, 2017.

#### vi) Compliance with approved scheme(s) of arrangements

The Company has not entered into any scheme of arrangement which has an accounting impact on current financial year in respect of previous year, refer note 46A.

#### vii) Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the ultimate beneficiaries

#### viii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

#### ix) Details of crypto currency or virtual currency

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year.

#### x) Valuation of Property, plant and equipments, right-of-use assets and intangible asset

The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

### 55(b) Other regulatory information

#### i) Title deeds of immovable properties not held in name of the company

The title deeds of all the immovable properties (other than properties where the company is the lessee and the lease agreements are duly executed in favour of the lessee) are in the name of the Company except as disclosed below:

S. N.	Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value (₹ in lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter/director	Property held since which date	Reason for not being in the name of the Company
(a)	Property, Plant and Equipments	A portion of freehold land (Property, plant and equipment) at Bhilad (Gujrat)	80.03	GHCL Limited	No	Since April 2,2022	The title deeds are held in the name of GHCL Limited.. It was acquired during the previous year as part of a business purchase and the process of transfer of the title in favour of the company is under process.

#### ii) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

#### (iii) Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the company from banks and financial institutions have been applied for the purposes for which such loans were taken.

### 56 The Company has approved its Financial Statements in its board meeting dated May 27, 2024.

57 The Company has initiated the digital transformation journey for standardizing, optimizing, and re-engineering various business processes, including manufacturing, supply chain, logistics, and procurement. The focal point of this implementation is the design, development, and deployment of a robust digital core utilizing SAP S/4HANA Cloud®. The initiative aims to unlock operational efficiencies, chart new avenues for growth and ensure compliance requirements.

## Notes to the Standalone Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### 58 Events occurring after reporting period

The Company evaluated subsequent events through May 27, 2024, the date the financial statements were available for issuance, and determined that there were no additional material subsequent events requiring disclosure.

Signatures to Note 1 to 58 which form an integral part of Financial Statements

**The accompanying notes form an integral part of Standalone Financial Statements  
As per our report of even date  
For Price Waterhouse Chartered Accountants LLP.**  
Firm Registration Number: 012754N/N500016

**Sachin Parekh**  
*Partner*  
Membership No.: 107038  
Mumbai, 27<sup>th</sup> May, 2024

**For and on behalf of Board of Directors**

<b>Anil Kumar Jain</b> <i>Executive Chairman</i> DIN: 00086106 Mumbai, 27 <sup>th</sup> May, 2024	<b>Kailash R. Lalpuria</b> <i>Executive Director &amp; C.E.O.</i> DIN: 00059758 Mumbai, 27 <sup>th</sup> May, 2024
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<b>K. Muralidharan</b> <i>Chief Financial Officer</i> Mumbai, 27 <sup>th</sup> May, 2024	<b>Satnam Saini</b> <i>Company Secretary</i> Membership No.: A26993 Mumbai, 27 <sup>th</sup> May, 2024
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# Independent auditor's report

**To the Members of Indo Count Industries Limited  
Report on the Audit of the Consolidated Financial Statements**

### Opinion

- We have audited the accompanying consolidated financial statements of Indo Count Industries Limited (hereinafter referred to as the "Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), (refer Note 1 (i) (c) to the attached consolidated financial statements), which comprise the consolidated Balance Sheet as at March 31, 2024, and the consolidated Statement of Profit and Loss (including Other Comprehensive Loss), the consolidated Statement of Changes in Equity and the consolidated Statement of Cash Flows for the year then ended, and notes to the consolidated financial statements, material accounting policy information and other explanatory information (hereinafter referred to as "the consolidated financial statements").
- In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group, as at March 31, 2024 and consolidated total

comprehensive income (comprising of profit and other comprehensive loss), consolidated changes in equity and its consolidated cash flows for the year then ended.

### Basis for Opinion

- We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the "Auditor's Responsibilities for the Audit of the Consolidated Financial Statements" section of our report. We are independent of the Group, in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in India in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in sub-paragraphs 14 and 15 of the Other Matters section below, other than the unaudited financial information as certified by the management and referred to in sub-paragraph 16 of the Other Matters section below, is sufficient and appropriate to provide a basis for our opinion.

### Key audit matters

- Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.



Sr No.	Key Audit Matter	How our audit addressed the key audit matter
1.	<p><b>Appropriateness of Revenue Recognition in respect of sale of products</b></p> <p>(Refer Notes 2.5 and 31 to the consolidated financial statements)</p> <p>The Holding Company recognises revenue in accordance with Ind AS 115 'Revenue from Contracts with Customers'. Revenue is the key performance indicator considered by the Holding Company and its stakeholders. Revenue from sale of products is recognised on transfer of control to customers. The terms of transfer of control of products on their sale differs with different customers and therefore, the timing of recognition of revenue depends on the terms agreed with each customer.</p> <p>The determination of timing of revenue recognition (including at the year end) based on terms agreed with customers is considered significant by the management for ensuring that the revenue is recognised in the correct period.</p> <p>We identified appropriateness of revenue recognition as a key audit matter considering the above factors and in view of the risk of inappropriate revenue recognition</p>	<p>Our audit procedures relating to revenue recognition included the following:</p> <ul style="list-style-type: none"> <li>• Understanding, and evaluating the design and testing the operating effectiveness of controls surrounding the recording of revenue in accordance with the principles of Ind AS 115.</li> <li>• Testing the reconciliation items on a sample basis between sales register and revenue recognized to assess completeness of revenue recognized.</li> <li>• Testing of customer contracts on a sample basis, to assess the terms for identification of performance obligations in accordance with Ind AS 115 and comparing those to the management assessment.</li> <li>• On a sample basis, testing the underlying supporting documents such as invoices, customer's purchase orders and delivery documents to check the accuracy and occurrence of the revenue transactions.</li> <li>• Testing the appropriateness of timing of recognition of revenue (including procedures related to cut off testing) in line with the terms of the customer contracts.</li> <li>• Testing of journal entries impacting revenue by understanding their rationale and agreeing to supporting documentation.</li> <li>• Evaluating appropriateness of the presentation and disclosures made in the consolidated financial statements.</li> </ul> <p>Based on the above procedures performed, no significant exceptions were noted..</p>

**Other Information**

5. The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual Report but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information when it becomes available and, in doing

so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take appropriate action as applicable under the relevant laws and regulations.

**Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements**

6. The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated

financial statements in term of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows, and changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

7. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

8. The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

**Auditor's Responsibilities for the Audit of the Consolidated Financial Statements**

9. Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted

in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

10. As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3) (i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to consolidated financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events

or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
  - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
11. We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.
  12. We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
  13. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

### Other Matters

14. We did not audit the financial statements of one subsidiary located outside India whose financial statement reflect total assets of ₹23,593.67 lakhs and net assets of ₹5,806.66 lakhs as at March 31, 2024, total revenue of ₹49,956.16 lakhs, total comprehensive income (comprising of profit and other comprehensive loss) of ₹691.12 lakhs and net cash outflows amounting to ₹1,429.25 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been prepared under accounting principles generally accepted in India and have been audited by other auditor under generally accepted auditing standards whose reports have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of this subsidiary and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid subsidiary, is based solely on the reports of the other auditor.
15. The financial statements of one subsidiary located outside India, included in the consolidated financial statements, which constitute total assets of ₹1,031.11 lakhs and net assets of ₹719.50 lakhs as at March 31, 2024, total revenue of ₹560.87 lakhs, total comprehensive loss (comprising of loss and other comprehensive income) of ₹45.50 lakhs and net cash inflows amounting to ₹243.00 lakhs for the year then ended, have been prepared in accordance with accounting principles generally accepted in that country and have been audited by other auditor under generally accepted auditing standards applicable in that country. The Company's management has converted the financial statements of such subsidiary located outside India from the accounting principles generally accepted in that country to the accounting principles generally accepted in India. We have audited these conversion adjustments made by the Company's management. Our opinion in so far as it relates to the balances and affairs of such subsidiary located outside India, is based on the report of other auditor and the conversion adjustments prepared by the management of the Company and audited by us.
16. We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of ₹2,757.35 lakhs and net assets of ₹454.30 lakhs

as at March 31, 2024, total revenue of ₹4,326.00 lakhs, total comprehensive income (comprising of profit and other comprehensive loss) of ₹149.43 lakhs and net cash outflows amounting to ₹258.91 lakhs for the year ended on that date, as considered in the consolidated financial statements. These financial statements are unaudited and have been furnished to us by the Management, and our opinion on the consolidated financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries is based solely on such unaudited financial statements. In our opinion and according to the information and explanations given to us by the Management, these financial statements are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements certified by the Management.

### Report on Other Legal and Regulatory Requirements

17. As required by paragraph 3(xxii) of the Companies (Auditor's Report) Order, 2020 ("CARO 2020"), issued by the Central Government of India in terms of sub-section (11) of Section 143 of the Act, we report that there are no qualifications or adverse remarks included in the CARO 2020 report issued in respect of the standalone financial statements of the Holding Company. Further, the statutory audit report of Indo Count Retail Ventures Private Limited, a subsidiary of the Holding Company has not been issued until the date of this report. Accordingly, no comments for the said subsidiary have been included for the purpose of reporting under this clause.
18. As required by Section 143(3) of the Act, we report, to the extent applicable, that:
  - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

- (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books, except that the back-up of certain books of account and other books and papers maintained in electronic mode has not been kept on a daily basis by the Holding Company on servers physically located in India during the year and the matters stated in paragraph 18 (h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) ("the Rules").
- (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive loss), the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account and records maintained for the purpose of preparation of the consolidated financial statements.
- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act.
- (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2024 taken on record by the Board of Directors of the Holding Company, none of the directors of the Holding Company is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) With respect to the maintenance of accounts and other matters connected therewith, reference is made to our remarks in paragraph 18 (b) above on reporting under Section 143(3)(b) and paragraph 18 (h)(vi) below on reporting under Rule 11(g) of the Rules.
- (g) With respect to the adequacy of internal financial controls with reference to consolidated financial statements of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A.

- (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. The consolidated financial statements disclose the impact, if any, of pending litigations on the consolidated financial position of the Group- Refer Note 39 to the consolidated financial statements.
  - ii. The Group did not have any long-term contracts including derivative contracts as at March 31, 2024 for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts required to be transferred to the Investor Education and Protection Fund by the Holding Company.
  - iv.(a) The Management of the Holding Company whose financial statements have been audited under the Act have represented to us that to the best of their knowledge and belief, as disclosed in Note 54 (a) (vii) to the financial statements, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company, to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Holding Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (b) The Management of the Holding Company whose financial statements have been audited under the Act have represented to

us that to the best of their knowledge and belief as disclosed in the Notes 54 (a) (vii) to the financial statements, no funds (which are material either individually or in the aggregate) have been received by the Holding Company from any person(s) or entity(ies) including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

- (c) Based on the audit procedures, that has been considered reasonable and appropriate in the circumstances, performed by us, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e) contain any material misstatement.
- v. The dividend declared and paid during the year by the Holding Company is in compliance with Section 123 of the Act.
- vi. Based on our examination which included test checks, the Holding Company has used multiple accounting software for maintaining its books of account, which have a feature of recording audit trail (edit log) facility that has operated throughout the year for all relevant transactions recorded in the software, except that the feature of recording audit trail (edit log) was not enabled: (i) in respect of an accounting software, at the database level to log any direct data changes and at the application level in case of modifications made by certain users with specific access; and (ii) in respect of another accounting software used for maintaining certain records. Further, in respect of accounting software used for maintaining certain records, which are operated by third party software service providers, we are unable to comment whether the audit trail (edit log)

feature was enabled and operated throughout the year as the service organisation's auditor's report does not include any comments on the audit trail. During the course of performing our procedures, other than the aforesaid instances where the question of our commenting on the audit trail feature being tampered with does

not arise, we did not notice any instance of the audit trail feature being tampered with.

19. The Holding Company have paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For **Price Waterhouse Chartered Accountants LLP**

Firm Registration Number:012754N/N500016

**Sachin Parekh**

Partner

Membership Number: 107038

UDIN: 24107038BKGOUK1163

Place: Mumbai

Date: May 27, 2024



## Annexure A to Independent Auditor's Report

Referred to in paragraph 18 (g) of the Independent Auditor's Report of even date to the members of Indo Count Industries Limited on the consolidated financial statements for the year ended March 31, 2024

### Report on the Internal Financial Controls with reference to Consolidated Financial Statements under clause (i) of sub-section 3 of Section 143 of the Act

1. In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2024, we have audited the internal financial controls with reference to financial statements of Indo Count Industries Limited (hereinafter referred to as "the Holding Company"). Reporting under clause (i) of sub-section 3 of Section 143 of the Act in respect of the adequacy of the internal financial controls with reference to financial statements is not applicable to a subsidiary incorporated in India namely Indo Count Retail Ventures Private Limited, pursuant to MCA notification GSR 583(E) dated 13 June 2017.

### Management's Responsibility for Internal Financial Controls

2. The Board of Directors of the Holding Company is responsible for establishing and maintaining internal financial controls based on internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note issued by the ICAI and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Companies

Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Holding Company's internal financial controls system with reference to consolidated financial statements.

### Meaning of Internal Financial Controls with reference to financial statements

6. A company's internal financial control with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide

reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### Inherent Limitations of Internal Financial Controls with reference to financial statements

7. Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections

For **Price Waterhouse Chartered Accountants LLP**

Firm Registration Number:012754N/N500016

### Sachin Parekh

Partner

Membership Number: 107038

UDIN: 24107038BKGOUK1163

Place: Mumbai

Date: May 27, 2024

of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### Opinion

8. In our opinion, the Holding Company have, in all material respects, an adequate internal financial controls system with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

## Consolidated Balance Sheet

as at 31<sup>st</sup> March, 2024

(₹ in lakhs)

Particulars	Note No.	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	6	127,643.46	104,601.48
(b) Right-of-Use assets	7	5,637.82	5,060.22
(c) Capital Work-In-Progress	6	2,468.20	17,079.79
(d) Intangible Assets	8	2,235.30	1,385.36
(e) Intangible Assets under development	8	986.99	1,231.51
(f) Financial Assets			
(i) Other Financial Assets	9	717.95	574.44
(g) Non-Current Tax Assets (net)	10	2,632.99	2,476.21
(h) Other Non-Current Assets	11	564.32	2,220.99
<b>Total Non-Current Assets</b>		<b>142,887.03</b>	<b>134,630.00</b>
<b>(2) Current Assets</b>			
(a) Inventories	12	114,251.98	89,468.48
(b) Financial Assets			
(i) Investments	13	13,267.11	14,349.25
(ii) Trade Receivables	14	52,806.73	39,699.56
(iii) Cash and Cash Equivalents	15	9,255.63	9,165.72
(iv) Bank Balances other than (iii) above	16	1,061.38	1,632.39
(v) Other Financial Assets	17	1,122.72	813.85
(c) Current Tax Assets (Net)	18	251.85	216.89
(d) Other Current Assets	19	21,955.79	14,805.84
<b>Total Current Assets</b>		<b>213,973.19</b>	<b>170,151.98</b>
<b>TOTAL ASSETS</b>		<b>356,860.22</b>	<b>304,781.98</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
(a) Equity Share Capital	20A	3,961.08	3,961.08
(b) Other Equity	20B	204,945.49	175,308.51
<b>Total Equity</b>		<b>208,906.57</b>	<b>179,269.59</b>
<b>LIABILITIES</b>			
<b>(1) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	21	13,566.23	19,842.54
(ii) Lease Liabilities	40	3,164.53	2,406.68
(b) Provisions	22	1,205.66	932.93
(c) Deferred Tax Liabilities (Net)	23B	8,511.45	6,938.58
(d) Other Non-Current Liabilities	24	3,487.33	810.05
<b>Total Non Current Liabilities</b>		<b>29,935.20</b>	<b>30,930.78</b>
<b>(2) Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	25	77,842.31	64,245.52
(ii) Lease Liabilities	40	1,019.97	1,137.61
(iii) Trade Payables			
- Total outstanding dues of Micro and Small Enterprises	26	7,569.81	4,127.20
- Total outstanding dues of other than Micro and Small Enterprises	26	23,253.85	17,169.22
(iv) Other Financial Liabilities	27	6,127.91	5,541.92
(b) Other Current Liabilities	28	1,902.58	2,156.59
(c) Provisions	29	270.19	203.55
(d) Current Tax Liabilities (Net)	30	31.83	-
<b>Total Current Liabilities</b>		<b>118,018.45</b>	<b>94,581.61</b>
<b>Total Liabilities</b>		<b>147,953.65</b>	<b>125,512.39</b>
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>356,860.22</b>	<b>304,781.98</b>
<b>Material Accounting Policies</b>	2		

The accompanying notes form an integral part of Consolidated Financial Statements

As per our report of even date

For Price Waterhouse Chartered Accountants LLP.

Firm Registration Number: 012754N/N500016

Sachin Parekh

Partner

Membership No.: 107038

Mumbai, 27<sup>th</sup> May, 2024

For and on behalf of Board of Directors

Anil Kumar Jain

Executive Chairman

DIN: 00086106

Mumbai, 27<sup>th</sup> May, 2024

Kailash R. Lalpuria

Executive Director & C.E.O.

DIN: 00059758

Mumbai, 27<sup>th</sup> May, 2024

K. Muralidharan

Chief Financial Officer

Mumbai, 27<sup>th</sup> May, 2024

Satnam Saini

Company Secretary

Membership No.: A26993

Mumbai, 27<sup>th</sup> May, 2024

## Consolidated Statement of Profit and Loss

for the year ended 31<sup>st</sup> March, 2024

(₹ in lakhs)

Particulars	Note No.	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>I INCOME</b>			
Revenue from Operations	31	355,706.92	301,155.44
Other Income	32	4,372.33	3,142.72
<b>TOTAL INCOME</b>		<b>360,079.25</b>	<b>304,298.16</b>
<b>II EXPENSES</b>			
Cost of Materials Consumed	33	166,164.30	137,265.91
Purchase of Stock-In-Trade		6,395.20	5,356.25
Changes in Inventories of Work-In-Progress, Stock-In-Trade and Finished Goods	34	(21,175.77)	(6,551.91)
Employee Benefits Expense	35	31,253.86	26,776.33
Finance Costs	36	6,984.85	6,237.71
Depreciation and Amortisation Expense	37	8,258.13	6,473.21
Other Expenses	38	117,167.54	92,881.79
<b>TOTAL EXPENSES</b>		<b>315,048.11</b>	<b>268,439.29</b>
<b>III Profit before Tax (I-II)*</b>		<b>45,031.14</b>	<b>35,858.87</b>
<b>IV Income Tax Expense</b>			
a) Current Tax	23	9,735.40	7,368.19
b) Deferred Tax		1,503.24	813.01
<b>Total Tax Expense</b>		<b>11,238.64</b>	<b>8,181.20</b>
<b>V Profit for the Year (III-IV)</b>		<b>33,792.50</b>	<b>27,677.67</b>
<b>VI Other Comprehensive Income/(Loss)</b>			
A Items that will not be reclassified to Profit and Loss:			
(i) Gain/(Loss) on remeasurement of post-employment benefit obligations	47	(446.12)	(172.00)
(ii) Income tax related to above	23B	112.28	43.29
B Items that will be reclassified to Profit and Loss:			
(i) Net (Loss)/Profit on cash flow hedges	20B	722.86	(1,888.92)
(ii) Income tax related to above	23B	(181.93)	475.40
(iii) Exchange Difference on translating financial statements of Foreign Operations	20B	(401.52)	(2,491.67)
<b>Total Other Comprehensive Income/(Loss) for the year, net of tax</b>		<b>(194.43)</b>	<b>(4,033.90)</b>
<b>VII Total Comprehensive Income for the Year (V+VI) *</b>		<b>33,598.07</b>	<b>23,643.77</b>
<b>VIII Earnings per Equity Share [Face value per share - ₹2 (Previous year ₹2)]</b>			
a) Basic (₹)		17.06	13.97
b) Diluted (₹)		17.06	13.97
<b>MATERIAL ACCOUNTING POLICIES</b>	2		

\* attributable to owners of Holding Company

The accompanying notes form an integral part of Consolidated Financial Statements

As per our report of even date

For Price Waterhouse Chartered Accountants LLP.

Firm Registration Number: 012754N/N500016

Sachin Parekh

Partner

Membership No.: 107038

Mumbai, 27<sup>th</sup> May, 2024

For and on behalf of Board of Directors

Anil Kumar Jain

Executive Chairman

DIN: 00086106

Mumbai, 27<sup>th</sup> May, 2024

Kailash R. Lalpuria

Executive Director & C.E.O.

DIN: 00059758

Mumbai, 27<sup>th</sup> May, 2024

K. Muralidharan

Chief Financial Officer

Mumbai, 27<sup>th</sup> May, 2024

Satnam Saini

Company Secretary

Membership No.: A26993

Mumbai, 27<sup>th</sup> May, 2024

## Consolidated Statement of Changes in Equity

for the year ended 31<sup>st</sup> March, 2024

### A. EQUITY SHARE CAPITAL

Particulars	Note No.	(₹ in lakhs)
<b>As at 1st April, 2022</b>		<b>3,947.99</b>
Changes in Equity Share Capital	20(A)	13.09
<b>As at 31st March, 2023</b>		<b>3,961.08</b>
Changes in Equity Share Capital	20(A)	-
<b>As at 31st March, 2024</b>		<b>3,961.08</b>

### B. OTHER EQUITY

(₹ in lakhs)

Particulars	Reserves and Surplus	Share pending issue	Reserves and Surplus			Effective Portion of Cash Flow Hedges	Exchange Differences on translating the Financial Statements of Foreign Operations	Total
			Capital Reserve	Securities Premium	Remeasurement of defined benefit obligations			
<b>Balance as at 01.04.2022</b>	<b>593.18</b>	<b>13.09</b>	<b>1,653.72</b>	<b>104.80</b>	<b>151,600.84</b>	<b>996.32</b>	<b>185.69</b>	<b>155,147.64</b>
On account of acquisition (Refer note 45A(b))	478.19	-	-	-	-	-	-	478.19
On Merger of Pranavaditya Spinning Mills Limited	(0.01)	-	-	-	-	-	-	(0.01)
Allotted during the year	-	(13.09)	-	-	-	-	-	(13.09)
Profit for the Year	-	-	-	-	27,677.67	-	-	27,677.67
Other Comprehensive Income for the Year	-	-	-	(128.71)	-	(1,413.52)	(2,491.67)	(4,033.90)
Final Dividend on Equity Shares	-	-	-	-	(3,947.99)	-	-	(3,947.99)
<b>Balance as at 31.03.2023</b>	<b>1,071.36</b>	<b>-</b>	<b>1,653.72</b>	<b>(23.91)</b>	<b>175,330.52</b>	<b>(417.20)</b>	<b>(2,305.98)</b>	<b>175,308.51</b>
Profit for the Year	-	-	-	-	33,792.50	-	-	33,792.50
Other Comprehensive Income for the Year	-	-	-	(333.84)	-	540.93	(401.52)	(194.43)
Final Dividend on Equity Shares	-	-	-	-	(3,961.09)	-	-	(3,961.09)
<b>Balance as at 31.03.2024</b>	<b>1,071.36</b>	<b>-</b>	<b>1,653.72</b>	<b>(357.75)</b>	<b>205,161.93</b>	<b>123.73</b>	<b>(2,707.50)</b>	<b>204,945.49</b>

The accompanying notes form an integral part of Consolidated Financial Statements

As per our report of even date

For Price Waterhouse Chartered Accountants LLP.

Firm Registration Number: 012754N/N500016

**Sachin Parekh**

Partner

Membership No.: 107038

Mumbai, 27<sup>th</sup> May, 2024

For and on behalf of Board of Directors

**Anil Kumar Jain**

Executive Chairman

DIN: 00086106

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Chief Financial Officer

Mumbai, 27<sup>th</sup> May, 2024

**Satnam Saini**

Company Secretary

Membership No.: A26993

Mumbai, 27<sup>th</sup> May, 2024

## Consolidated Statement of Cash Flows

for the year ended 31<sup>st</sup> March, 2024

(₹ In lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>A) CASH FLOW FROM OPERATING ACTIVITIES</b>		
<b>Profit before Tax</b>	<b>45,031.14</b>	<b>35,858.87</b>
<b>Adjustments for:-</b>		
Depreciation and Amortisation Expense	8,258.13	6,473.21
Gain on disposal of Property, Plant and Equipments	(2.82)	(144.58)
Finance Costs	6,984.85	6,237.71
Interest Income	(1,163.17)	(1,215.97)
Income from Government Grants	(686.27)	(46.21)
Mark to Market Loss / (Gain) on Forward Contracts (Net)	(41.44)	978.66
Provision for Doubtful Debts/Advances	11.02	(1,203.51)
Unrealised Forex Gain	(1,063.53)	(697.72)
Loss on Sale of Assets (Net)	174.57	113.34
Loss/(Gain) on Redemption of Mutual Funds	97.59	(26.57)
Loss/(Gain) on changes in value of NAV of Mutual Funds	(20.00)	(5.40)
	<b>57,580.07</b>	<b>46,321.83</b>
<b>Changes in Operating Assets and Liabilities:</b>		
<b>Adjustment for (increase)/decrease in operating assets</b>		
Non-Current Financial Assets	(143.51)	(105.30)
Inventories	(24,783.50)	17,335.36
Trade Receivables	(12,043.63)	9,731.29
Current Financial Assets	(123.00)	435.37
Other Current Assets	(5,387.26)	12,108.07
	<b>(42,480.90)</b>	<b>39,504.79</b>
<b>Adjustment for Increase / (Decrease) in Operating Liabilities:</b>		
Non-Current Provisions	(173.40)	529.07
Trade Payables	9,125.72	2,258.55
Other Current Financial Liabilities	750.99	(5,190.24)
Other Current Liabilities	(394.16)	656.15
Current Provisions	66.65	9,375.80
Income Taxes (paid) / refund received	(9,895.32)	(8,766.57)
<b>Net Cash flow generated from / (used in) Operating Activities (A)</b>	<b>14,579.65</b>	<b>75,500.01</b>



## Consolidated Statement of Cash Flow (contd.)

for the year ended 31<sup>st</sup> March, 2024

(₹ In lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>B) CASH FLOW FROM INVESTING ACTIVITIES</b>		
Payment for Property, Plant & Equipment and Intangible Assets	(13,506.92)	(34,207.06)
Receipt from Sale of Property, Plant & Equipment	15.52	266.35
(Payment)/Receipt from Current Investments (net)	1,004.55	(14,166.85)
Receipt of Government Grants	1,550.51	-
Interest Received	1,181.72	725.56
<b>Net Cash Flow used in Investing Activities (B)</b>	<b>(9,754.62)</b>	<b>(47,382.00)</b>
<b>C) CASH FLOW FROM FINANCING ACTIVITIES.</b>		
Repayment of Long Term Borrowings	(4,969.50)	(3,186.22)
Proceeds from Long Term Borrowings	-	14,490.55
Proceeds/(Repayment) in Short Term Borrowings (net)	12,289.98	(57,362.41)
Finance Cost Paid	(6,849.42)	(6,281.61)
Lease Liabilities Paid (principal portion)	(1,245.09)	(1,153.35)
Dividend paid on Equity Shares	(3,961.09)	(3,947.99)
<b>Net Cash Flow generated from / (used in) Financing Activities (C)</b>	<b>(4,735.12)</b>	<b>(57,441.03)</b>
<b>Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C)</b>	<b>89.91</b>	<b>(29,323.02)</b>
<b>Cash and Cash Equivalents at the beginning of the year</b>	<b>9,165.72</b>	<b>38,488.74</b>
<b>Cash and Cash Equivalents at the end of the year</b>	<b>9,255.63</b>	<b>9,165.72</b>
<b>Non-Cash Financing and Investing Activities:</b>		
- Acquisition of Right of Use Assets	(2,094.31)	(2,646.45)
- Equity Shares issued in pursuance of Amalgamation	-	13.09
<b>Cash and Cash Equivalents at the end of the year comprises of:</b>		
(a) Cash in Hand	14.20	19.68
(b) Balance with Banks	-	-
(i) In Current/EEFC Accounts	5,041.43	8,573.58
(ii) In Fixed Deposits	4,200.00	572.46

**Note:**

1. The cash flow statement has been prepared under the indirect method as set out in Indian Accounting Standards (Ind AS) 7, 'Statement of Cash Flows'.

**The accompanying notes form an integral part of Consolidated Financial Statements**

As per our report of even date

For Price Waterhouse Chartered Accountants LLP.

Firm Registration Number: 012754N/N500016

**Sachin Parekh**

Partner

Membership No.: 107038

Mumbai, 27<sup>th</sup> May, 2024

**For and on behalf of Board of Directors**

**Anil Kumar Jain**

Executive Chairman

DIN: 00086106

Mumbai, 27<sup>th</sup> May, 2024

**Kailash R. Lalpuria**

Executive Director & C.E.O.

DIN: 00059758

Mumbai, 27<sup>th</sup> May, 2024

**K. Muralidharan**

Chief Financial Officer

Mumbai, 27<sup>th</sup> May, 2024

**Satnam Saini**

Company Secretary

Membership No.: A26993

Mumbai, 27<sup>th</sup> May, 2024

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March, 2024

**1. Corporate information and basis of preparation:**

**Corporate information:**

Indo Count Industries Limited is a limited company incorporated and domiciled in India whose shares are publicly traded. The registered office is located at Office No.1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur-416109, Maharashtra, India.

The Company including its subsidiaries [as detailed in note 1 (i) (c)] is herein after together referred to as the 'Group'.

The Group mainly deals in top of the bed items in textiles business. The Group has its wide network of operations in local as well as in overseas market.

The Financial statements of the Group for the year ended 31 March, 2024 were authorized for issue in accordance with a resolution of the Board of Directors on May 27, 2024.

**Basis of preparation:**

**(i)(a) Compliance with Ind AS**

The consolidated financial statements comply in all material aspects with the Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] as amended from time to time and other relevant provisions of the Act.

**(b) Basis of consolidation**

Subsidiaries are all entities over which the group has control. The group controls an entity where the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases. The acquisition method of accounting is used to account for business combinations by the group.

The group combines the financial statements of the Parent Company and its subsidiaries line by line adding together like items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

The Group does not have any non-controlling interests as at and for the year ended.

**(c) Interests in other entities:**

The Group's wholly owned subsidiaries along with country of incorporation are set out below:

Name of Subsidiary	Ownership interest held by the Group		Country of incorporation
	March 31, 2024	March 31, 2023	
Indo Count Global Inc.	100%	100%	United States Of America
Indo Count UK Limited	100%	100%	United Kingdom
Indo Count Global DMCC	100%	100%	Dubai, UAE
Indo Count Retail Ventures Private Limited	100%	100%	India

**(ii) Historical cost convention:**

The financial statements have been prepared on a historical cost basis, except for the following:

- certain financial assets and liabilities (including derivative instruments) measured at fair value
- defined benefit plans – plan assets measured at fair value

**(iii) Rounding off:**

The financial statements are presented in Indian Rupees ('INR') and all amounts are rounded off to

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March, 2024

the nearest lakhs as per requirement of Schedule III, unless otherwise indicated.

### (iv) New and amended standards adopted by the Group:

The Ministry of Corporate Affairs vide notification dated 31 March 2023 notified the Companies (Indian Accounting Standards) Amendment Rules, 2023, which amended certain accounting standards (see below), and are effective 1 April 2023:

- Disclosure of accounting policies - amendments to Ind AS 1
- Definition of accounting estimates - amendments to Ind AS 8
- Deferred tax related to assets and liabilities arising from a single transaction - amendments to Ind AS 12
- The other amendments to Ind AS notified by these rules are primarily in the nature of clarifications.

These amendments did not have any material impact on the amounts recognised in current or prior periods and are not expected to significantly affect the future periods. Specifically, no changes would be necessary as a consequence of amendments made to Ind AS 12 as the Group's accounting policy already complies with the now mandatory treatment.

## 2. Material Accounting Policies

### 2.1 Property, plant and equipment (including capital work-in-progress):

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical

cost, less accumulated depreciation and accumulated impairment losses, if any. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are added to the asset's carrying amount or recognized as a separate asset only if future economic benefits are probable and the cost is reliably measurable. Components accounted for separately are derecognized when replaced. Other repairs and maintenance are expensed as incurred.

Gains and losses on disposals are calculated by comparing the proceeds with the carrying amount and are included in profit or loss within other income/expenses.

Capital work-in-progress mainly comprises of new property, plant and equipment and modernisation of an existing manufacturing unit being constructed in India. Expenditure incurred on assets in the course of construction are capitalised under Capital work in progress.

General and specific borrowing costs that are directly attributable to the acquisition or construction of a qualifying asset, are capitalised during the period of time that is required to complete and prepare the asset for its intended use. Qualifying assets are assets that necessarily takes substantial period of time (twelve months) to get ready for their intended use.

At the point when the construction of the asset is completed and it is ready to be operated as per management's intended use, the cost of construction is transferred to the appropriate category of property, plant and equipment and depreciation commences.

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March, 2024

Depreciation is calculated using the straight-line method to allocate the cost of the assets, net of their residual values, over their estimated useful lives as follows:

Particulars	Estimated useful life followed by the Group (in years)	Useful life as specified in Schedule II to the Act
Buildings (other than factory bulidings-RCC Frame Structure)	60	60
Buildings (Factory Buildings)	30	30
Buildings (Others)	3 to 10	3 to 10
Plant and machinery (Power Generation Plant)	40	40
Plant and machinery (Continuous Process Plant)	25	25
Plant and Machinery (Others)	10 to 15	10 to 15
Furniture and Fixtures	7 to 10	10
Computer and Office equipment	3 to 6	3 to 6
Vehicles	8	8

Leasehold improvements are depreciated over the shorter of their useful life or the lease term.

The assets residual value and useful lives are reviewed and adjusted, if appropriate, at the end of each reporting period.

### 2.2 Financial assets: Investments and other financial assets

#### i) Classification:

The Group classifies its financial assets in the following measurement categories

- \* Those to be measured subsequently at fair value (either through other comprehensive income or through profit and loss)
- \* Those to be measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

#### ii) Initial recognition and derecognition

Regular way purchases and sales of financial assets are recognised on trade-date, being the date on which the Group commits to purchase or sale the financial asset. Financial assets are derecognised when the rights to receive cash flows from the financial assets have expired or have been transferred and the Group has transferred substantially all the risks and rewards of ownership.

#### iii) Measurement

At initial recognition, the Group measures a financial asset (excluding trade receivables which do not contain a significant financing component) at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

#### Subsequent measurement (Debt instrument):

Subsequent measurement of debt instrument depends on the Group's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the group classifies its debt instruments, which is explained above.

#### Subsequent measurement (Equity instrument):

The Group subsequently measures all equity instruments at fair value. Where the Group's management has elected to present fair value gains and losses on equity instruments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognized in profit or loss as other income when the Group's right to receive payment is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other income in the statement of profit and loss. Impairment losses (and

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March, 2024

reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

#### iv) Impairment of financial assets:

For trade receivables, the Group applies the simplified approach required by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables. The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date is recognised as an impairment gain or loss in the consolidated statement of profit and loss.

The Group assesses on a forward-looking basis the expected credit losses associated with financial assets other than trade receivables. The impairment methodology applied depends on whether there has been a significant increase in credit risk. At each reporting date, the group assesses whether the credit risk on these financial instruments has increased significantly since initial recognition. If, at the reporting date, the credit risk on a financial instrument has not increased significantly since initial recognition, the Group measures the loss allowance for that financial instrument at an amount equal to 12-month expected credit losses. If, the credit risk on that financial instrument has increased significantly since initial recognition, the Group measures the loss allowance for a financial instrument at an amount equal to the lifetime expected credit losses.

#### 2.3 Trade receivables

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Group's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognized initially at the transaction price as the group has applied practical expedient in accordance with paragraph 63 of Ind AS 115. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

#### 2.4 Inventories

Inventories are valued at the lower of cost and net realisable value. The costs of individual items are determined on weighted average basis. Costs incurred in bringing each product to its present location and condition is accounted for as follows:

- a) Raw materials, traded goods, packing material, stores & spares:  
Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition.
- b) Finished goods and work in progress:  
Cost comprises of direct materials, direct labour, and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity.
- c) Product Waste is valued at estimated realizable value.  
Slow moving, non-moving, obsolete and defective inventories are duly provided based on estimate made by management considering their condition and future sales forecasts.

#### 2.5 Revenue Recognition

- a) Sale of Products  
The Group derives revenues primarily from sale of products (i.e, goods). The Group has assessed revenue contracts and revenue is recognized upon satisfying performance obligations in accordance with provisions of contract with the customer.

It recognizes revenue when control over the promised goods are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange of those goods. This is generally determined when goods are shipped to the customer at specific location in accordance with the agreed terms, following which the customer has full discretion over responsibility, manner of distribution and price to sell the goods and bears the risks of obsolescence and loss in relation to the goods and there is no

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March, 2024

unfulfilled obligation that would affect customer's acceptance of the product. All the foregoing occurs at a point in time upon shipment or delivery of the goods at the specific location.

The Group considers terms of the contract/purchase order in determining the transaction price. The Group considers freight, insurance and handling activities as costs to fulfil the promise to transfer the related goods depending upon the terms of contracts and the customer payments for such activities are recorded as a component of revenue. Revenue excludes any taxes and duties collected on behalf of the government.

The consideration in a contract includes a variable amount in relation to discounts, rebates, quality related claims and other deductions wherein the Group estimates the amount of consideration to which it will be entitled in exchange for transferring the goods to the customer. The variable consideration is estimated at contract inception and constrained until it is highly probable that a significant revenue reversal.

Revenue from sale of by-products are included in revenue.

As a practical expedient, the group do not adjust the promised amount of consideration for the effects of a significant financing component, if the group expects, at contract inception, that the period between when the group transfers a promised good or service to a customer and when the customer pays for that good or service will be one year or less.

- b) Sale of services

The Group derives revenues from Job work services to other customers. Revenue from providing services is recognised in the accounting period in which the services are rendered upon satisfying performance obligations in accordance with the terms of contract with the customer.

- c) Export incentives:

Export incentives and subsidies (Rebate of State and Central Levies and Taxes (RoSCTL), Remission of Duties and Taxes on Export Products (RoDTEP) and duty drawback scheme) are recognized when there is reasonable assurance that the Group will comply with the conditions and the incentive will be received. These are recognised on shipment for export at the prescribed rates and is included in other operating income.

#### 2.6 Income Taxes

The income tax expense for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the country where the Group generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The Group measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss) and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end



## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March, 2024

of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax are not recognised for temporary differences between the carrying amount and tax bases of investments in subsidiaries where the Group is able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

### 2.7 Leases

The Group as a lessee:

The Group leases land, buildings and Plant and machinery. Rental contracts are typically made for fixed periods of one month to 99 years.

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date

- amounts expected to be payable by the Group under residual value guarantees
- the exercise price of a purchase option if the Group is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the Group exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability.

The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Any escalation/increment in the lease payments which are fixed in nature, are included in the initial recognition of the lease liability.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period.

Right-of-use assets:

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis.

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March, 2024

Right-of-use assets are subsequently measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less.

For the lease term determination the following factors are normally the most relevant:

- If there is significant penalty payments to terminate (or not extend), the Group is typically reasonably certain to extend (or not terminate).
- If any leasehold improvements are expected to have a significant remaining value, the Group is typically reasonably certain to extend (or not terminate)
- Otherwise, the Group considers the other factors including historical lease duration and the costs and business disruption required to replace the leased asset.

The Group as a lessor:

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

### 2.8 Employee benefits

#### i) Short-term employee benefits

Liabilities for salaries, wages, bonus, ex-gratia, and incentives etc. that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognised in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled.

#### ii) Post-employment benefits

##### a) Defined contribution plans

Central Government Provident fund Scheme is a defined contribution plan. The Group has no further payment obligations once the contributions have

been paid. The contribution paid /payable under the scheme is recognized in the statement of profit and loss during the period in which the employee renders the related services.

##### b) Defined Benefit Plans

The employee Gratuity Fund scheme managed by a Trust is a defined benefit plan.

The liability or asset recognised in the balance sheet in respect of defined benefit plans is the present value of the defined benefit obligation at the end of the reporting period less the fair value of plan assets. The defined benefit obligation is calculated annually by actuary at the year end using the projected unit credit method.

The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows by reference to market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation.

The net interest cost is calculated by applying the discount rate to the net balance of the defined benefit obligation and the fair value of plan assets. This cost is included in the employee benefit expenses in the statement of profit and loss.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in reserves and surplus in other equity. Remeasurement gain or loss are not reclassified to the statement of profit and loss in subsequent periods.

##### Other Long-term employee benefit

The Group has liabilities for compensated absences that are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. These obligations are therefore measured as the present

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value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period on government bonds that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in profit or loss.

The obligations are presented as current liabilities in the balance sheet as the Group does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

### 2.9 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that arises from past events where either it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate cannot be made. The Group does not recognise a contingent liability but discloses its existence in the financial statements.

When there is a possible obligation or a present obligation in respect of which likelihood of outflow of resources embodying economic benefits is remote, no provision or disclosure is made.

### 2.10 Derivative financial instruments and hedge accounting

The Group enters into derivative contracts to hedge foreign currency risk on unexecuted firm commitments and highly probable forecast transactions.

Derivatives are only used for economic hedging purposes and not as speculative investments.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured to their fair value at the end of each reporting

period. The accounting for subsequent changes in fair value depends on whether the derivative is designated as a hedging instrument, and if so, the nature of the item being hedged.

Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative.

The Group designates certain derivatives as either hedges of a particular risk associated with the cash flows of recognised assets and liabilities or highly probable forecast transactions (cash flow hedges).

At inception of the hedge relationship, the Group documents the economic relationship between hedging instruments and hedged items including whether the changes in the cash flows of the hedging instrument are expected to offset changes in cash flows of hedged items. The Group documents its risk management objective and strategy for undertaking its hedge transactions.

Furthermore, at the inception of the hedge and on an ongoing basis, the Group documents whether the hedging instrument is highly effective in offsetting changes in fair values or cash flows of the hedged item attributable to the hedged risk.

#### Cash flow hedges that qualify for hedge accounting

The effective portion of changes in the fair value of derivatives that are designated and qualify as cash flow hedges is recognised in other comprehensive income and accumulated under the heading of cash flow hedging reserve within equity. The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss within other income/other expenses.

For cash flow hedging relationships that span multiple reporting periods, the ineffectiveness for the period is calculated as the difference between the cumulative ineffectiveness as at reporting date (based on the 'lesser of' the cumulative change in the fair value of the hedging instrument and the hedged item), and the cumulative ineffectiveness reported in prior periods.

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March, 2024

Amounts previously recognised in other comprehensive income and accumulated in equity relating to effective portion as described above are reclassified to the Statement of Profit and Loss in the periods when the hedged item affects profit or loss, in the same line as the recognised hedged item. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity (but not as a reclassification adjustment) and included in the initial measurement of the cost of the non-financial asset or non-financial liability as a basis adjustment.

When option contracts are used to hedge forecast transactions, the Group designates only the intrinsic value of the options as the hedging instrument.

Gains or losses relating to the effective portion of the change in intrinsic value of the options are recognised in the cash flow hedging reserve within equity. The changes in the time value of the options that relate to the hedged item ('aligned time value') are recognised within other comprehensive income in the costs of hedging reserve within equity.

When a hedging instrument expires, or is sold or terminated, or when a hedge no longer meets the criteria for hedge accounting, any cumulative deferred gain or loss and deferred costs of hedging in equity at that time remains in equity until the forecast transaction occurs, resulting in the recognition of a non-financial asset. When the forecast transaction is no longer expected to occur, the cumulative gain or loss and deferred costs of hedging that were reported in equity are immediately reclassified to profit or loss within other income/other expenses.

If the hedge ratio for risk management purposes is no longer optimal but the risk management objective remains unchanged and the hedge continues to qualify for hedge accounting, the hedge relationship will be rebalanced by adjusting either the volume of the hedging instrument or the volume of the hedged item so that the hedge ratio aligns with the ratio used for risk management purposes. Any hedge ineffectiveness is calculated and

accounted for in profit or loss at the time of the hedge relationship rebalancing.

### 2.11 Government Grants

Government grants are recognised at fair value where there is reasonable assurance that the grant will be received, and all attached conditions will be complied with.

Government grants relating to the purchase of property, plant and equipment are recognized once reasonable certainty is established and are included in non-current liabilities as deferred income and are credited to the statement of profit or loss on a straight-line basis over the remaining expected lives of the related assets and presented within other income.

### 2.12 Foreign currency translations

a. Functional and presentation currency  
Items included in the financial statements of the each of the group's entities are measured using the currency of the primary economic environment in which the entity operates ('the functional currency'). The consolidated financial statements are presented in Indian rupee (INR), which is also the functional and the presentation currency of Indo Count industries Limited.

b. Transactions and balances  
Foreign currency transactions are translated and recorded into the functional currency using the exchange rates prevailing on the date of the transaction. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are recognized in Statement of Profit and Loss.

Non-monetary items that are measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. Translation differences on assets and liabilities carried at fair value are reported as part of the fair value gain or loss.

The results and financial position of foreign operations (none of which has the currency of a hyperinflationary economy) that have a functional currency different

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March, 2024

from the presentation currency are translated into the presentation currency as follows:

- assets and liabilities are translated at the closing rate at the date of that balance sheet
- income and expenses are translated at average exchange rates (unless this is not a reasonable approximation of the cumulative effect of the rates prevailing on the transaction dates, in which case income and expenses are translated at the dates of the transactions)
- All resulting exchange differences are recognized in other comprehensive income.

On the disposal of a foreign operation, the associated exchange differences are reclassified to the statement of consolidated profit or loss, as part of the gain or loss on sale.

Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate.

### 2.13 CRITICAL ESTIMATES AND JUDGEMENTS

The preparation of financial statements requires the use of accounting estimates which, by definition, will seldom equal the actual results. Management also needs to exercise judgement in applying the accounting policies. This note provides an overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed. Detailed information about each of these estimates and judgements is included in relevant notes.

- Right of Use – Assessment of Lease term (Note 2.7)
- Estimation of Defined benefit obligation (Note 2.8)
- Contingent liabilities (Note 2.9)
- Fair valuation of Derivatives (Note 2.10)
- Estimated useful life of Property, plant and equipment (Note 2.1)
- Provision for slow, non-moving and obsolete inventories (Note 2.4)

Estimates and judgements are continually evaluated. They are based on historical experience and other factors, including expectations of future events that may have a financial impact on the Group and that are believed to be reasonable under the circumstances.

### 3. Other Accounting Policies

#### 3.1 Intangible assets

Separately acquired intangible assets are shown at historical cost, less any accumulated amortisation and accumulated impairment losses, if any. They have a finite useful life and are subsequently carried at cost less accumulated amortisation and impairment losses.

The Group amortises intangible assets using the straight-line method over their estimated useful lives as follows:

Software	Over the period of 3 to 7 years
Patents and Trademarks	10 to 20 years

The assets useful lives are reviewed, and adjusted if appropriate, at the end of each reporting period.

Gains and losses on derecognition are determined by comparing proceeds with carrying amount. These are included in profit or loss within other income/other expenses.

Expenditure incurred for getting the trademark and patents registered in the Group's name (which generally takes four to five years) are capitalized under Intangible assets under development. At the point when the trademarks and patents are registered in the Group's name, the relevant costs are transferred to the appropriate category of intangible assets and amortisation commences.

#### 3.2 Borrowing costs

Borrowing costs other than mentioned in Note 2.1 of material accounting policies are expensed in the period in which they are incurred.

#### 3.3 Borrowings

Borrowings are initially recognised at fair value net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March, 2024

amount is recognised in the Statement of Profit and Loss over the period of the borrowings using the effective interest method.

Borrowings are removed from the balance sheet when the obligation specified in the contract is discharged, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss.

#### 3.4 Financial guarantee contracts

Financial guarantee contracts are recognised as a financial liability at the time the guarantee is issued. The liability is initially measured at fair value and subsequently at the higher of

- the amount determined in accordance with the expected credit loss model as per Ind AS 109 and
- the amount initially recognised less, where appropriate, cumulative amount of income recognised in accordance with the principles of Ind AS 115.

The fair value of financial guarantees is determined based on the present value of the difference in cash flows between the contractual payments required under the debt instrument and the payments that would be required without the guarantee, or the estimated amount that would be payable to a third party for assuming the obligations.

#### 3.5 Impairment of non-current assets

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment, intangible assets and right of use assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash-generating unit to which the asset belongs.

Recoverable amount is the higher of fair value less costs to sell and value in use.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit and Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash-generating unit) is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset (or cash-generating unit) in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit and Loss.

#### 3.6 Cash and cash equivalents

Cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet and for the purpose of presentation in the statement of cash flows bank overdrafts is classified as cash and cash equivalents.

#### 3.7 Other Income

##### Lease Income:

Lease agreements where the risks and rewards incident to the ownership of an asset substantially vest with the lessor are recognized as operating leases.

Lease income from operating leases where the Group is a lessor is recognised in income on a straight-line basis over the lease term. Initial direct costs incurred in obtaining an operating lease are added to the carrying amount of the underlying asset and recognised as expense over the lease term on the same basis as lease income. The respective leased assets are included in the balance sheet based on their nature.



## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March, 2024

### Other income:

All other income is accounted on accrual basis when no significant uncertainty exists regarding the amount that will be received.

### 3.8 Earnings per share

#### Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to equity shareholders of the Group by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares, if any.

#### Diluted earnings per share

Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account the after income tax effect of interest and other financing costs associated with dilutive potential equity shares, and the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

### 3.9 Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker ("CODM").

The CODM of the Indo Count Industries Limited assesses the financial performance and position of the Group and makes strategic decisions. The Chairman, Vice chairman and CEO has been identified the CODM.

### 3.10 Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of the financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognized initially at their fair value and subsequently measured at amortised cost using the effective interest method.

### 3.11 Provisions

Provisions for legal claims are recognized when the Group has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

### 3.12 Business combination

The acquisition method of accounting is used to account for all business combinations. The acquisition related cost are recognized under the statement of profit and loss as incurred. The Acquiree's identifiable assets, liabilities that meet the condition for recognition are recognized at their fair values at the acquisition date.

Purchase consideration paid in excess of the fair value of the net identifiable assets acquired is recognized as goodwill. If those amounts are less than the fair value of the net identifiable assets of the business acquired, the difference is recognised in other comprehensive income and accumulated in equity as capital reserve provided there is clear evidence of the underlying reasons for classifying the business combination as a bargain purchase. In other cases, the difference is recognised directly in equity as capital reserve.

Business combinations involving entities or businesses under common control are accounted for using the pooling of interest method. Under pooling of interest, the assets and liabilities of the combining entities are reflected at their carrying amounts. The only adjustments that are made are to harmonise accounting policies

## Notes to the Consolidated Financial Statements

for the year ended 31<sup>st</sup> March, 2024

and tax adjustments as per the applicable statute. The difference between consideration and the carrying value is recognized as capital reserve.

The Group recognises any non-controlling interest in the acquired entity on an acquisition-by-acquisition basis either at fair value or at the non-controlling interest's proportionate share of the acquired entity's net identifiable assets.

### 3.13 Transition to Ind AS

On transition to Ind AS, the Group has elected to continue with carrying value of all of its property, plant and equipment and intangible assets measured as per previous GAAP and use the carrying value as the deemed cost of property, plant and equipment and intangible assets.

## Notes to the Consolidated Financial Statements

### 6. Property, Plant And Equipment

FY 23-24

(₹ in lakhs)

Particulars	Land - Freehold	Buildings*	Plant and Machinery	Furniture and Fixtures	Office Equipment#	Vehicles	Total
<b>Gross Carrying Amount</b>							
As at 01.04.2023	12,114.40	27,429.18	110,907.96	2,199.98	2,349.05	669.07	155,669.64
Additions	191.42	10,264.03	18,384.38	439.44	522.97	63.64	29,865.88
Disposals	-	-	225.76	-	42.11	16.07	283.94
As at 31.03.2024	12,305.82	37,693.21	129,066.58	2,639.42	2,829.91	716.64	185,251.58
<b>Accumulated Depreciation</b>							
As at 01.04.2023	-	6,697.58	41,501.34	848.58	1,619.08	401.58	51,068.16
Depreciation charged for the year	-	1,077.37	4,920.02	339.56	239.41	60.25	6,636.61
Disposals	-	-	41.54	-	39.97	15.14	96.65
As at 31.03.2024	-	7,774.95	46,379.82	1,188.14	1,818.52	446.69	57,608.12
<b>Net Carrying Amount</b>							
As at 31.03.2024	12,305.82	29,918.26	82,686.76	1,451.28	1,011.39	269.95	127,643.46

\* a) Includes 10 shares of ₹50 each of Arcadia Premises Co-operative Society Limited.

\* b) Includes 10 shares of ₹50 each of Vardhman Industrial Complex Premises Co-operative Housing Society Limited.

For details of Property, Plant & Equipment pledged as security against borrowings refer note no. 21.

# includes computers with gross carrying amount of ₹461.20 lakhs; and with net carrying amount of ₹352.14 lakhs as at 31.03.2024.

#### Capital work in progress

FY 23-24

Particulars	(₹ in Lakhs)
Balance as at 01.04.2023	17,079.79
Addition during the year	2,509.98
Capitalise during the year	17,121.57
Balance as at 31.03.2024	2,468.20

#### c) Capital work-in-progress ageing

FY 23-24

Particulars	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31.03.2024	2,463.86	4.34	-	-	2,468.20

There are no capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan.

There are no projects which are temporary suspended.

## Notes to the Consolidated Financial Statements

### PROPERTY, PLANT AND EQUIPMENT

FY 22-23

(₹ in lakhs)

Particulars	Land - Freehold	Buildings*	Plant and Machinery	Furniture and Fixtures	Office Equipment#	Vehicles	Total
<b>Gross Carrying Amount</b>							
As at 01.04.2022	1,066.66	18,058.98	84,125.95	1,409.76	1,795.39	531.18	106,987.92
Additions	11,047.74	9,370.20	28,637.27	792.27	554.43	147.46	50,549.37
Disposals	-	-	1,855.26	2.05	0.77	9.57	1,867.65
As at 31.03.2023	12,114.40	27,429.18	110,907.96	2,199.98	2,349.05	669.07	155,669.64
<b>Accumulated Depreciation</b>							
As at 01.04.2022	-	5,920.68	38,883.74	660.67	1,364.74	361.20	47,191.03
Depreciation charged for the year	-	776.90	4,240.20	188.03	255.08	49.47	5,509.68
Disposals	-	-	1,622.60	0.12	0.74	9.09	1,632.55
As at 31.03.2023	-	6,697.58	41,501.34	848.58	1,619.08	401.58	51,068.16
<b>Net Carrying Amount</b>							
As at 31.03.2023	12,114.40	20,731.60	69,406.62	1,351.40	729.97	267.49	104,601.48

\* a) Includes 10 shares of ₹50 each of Arcadia Premises Co-operative Society Limited.

\* b) Includes 10 shares of ₹50 each of Vardhman Industrial Complex Premises Co-operative Housing Society Limited.

For details of Property, Plant & Equipment is pledged as security against borrowings (Refer Note No. 21).

# includes computers with gross carrying amount of ₹330.45 lakhs; and with net carrying amount of ₹204.01 lakhs as at 31.03.2023.

#### Capital work in progress

FY 22-23

Particulars	(₹ in Lakhs)
Balance as at 01.04.2022	2,105.60
Addition during the year	30,955.83
Capitalise during the year	15,981.64
Balance as at 31.03.2023	17,079.79

#### c) Capital work-in-progress ageing

##### Projects in Progress

(₹ in lakhs)

Particulars	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31.03.2023	10,196.49	6,883.30	-	-	17,079.79

Details of capital work in progress whose completion is overdue or has exceeded its cost compared to its original plan.

## Notes to the Consolidated Financial Statements

(₹ in lakhs)

Particulars	To be completed in				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Project in progress	-	-	-	-	-
Modernisation / Expansion at a Spinning Unit	16,070.42	-	-	-	16,070.42

There are no projects which are temporary suspended.

### 7. Right-of-Use (ROU) assets

FY 23-24 (₹ in lakhs)

Particulars	Land - Leasehold	Buildings	Plant and Machinery	Total
<b>Gross Carrying Amount</b>				
<b>As at 01.04.2023</b>	<b>1,640.89</b>	<b>4,502.75</b>	<b>-</b>	<b>6,143.64</b>
Additions	-	2,094.31	-	2,094.31
Disposals	-	1,076.29	-	1,076.29
<b>As at 31.03.2024</b>	<b>1,640.89</b>	<b>5,520.77</b>	<b>-</b>	<b>7,161.66</b>
<b>Accumulated Depreciation</b>				
<b>As at 01.04.2023</b>	<b>87.17</b>	<b>996.26</b>	<b>-</b>	<b>1,083.43</b>
Depreciation charged for the year	19.98	1,287.72	-	1,307.70
Disposals	-	867.29	-	867.29
<b>As at 31.03.2024</b>	<b>107.15</b>	<b>1,416.69</b>	<b>-</b>	<b>1,523.84</b>
<b>Net Carrying Amount</b>				
<b>As at 31.03.2024</b>	<b>1,533.74</b>	<b>4,104.08</b>	<b>-</b>	<b>5,637.82</b>

Refer Note No. 40 for information about Leases.

FY 22-23 (₹ in lakhs)

Particulars	Land - Leasehold	Buildings	Plant and Machinery	Total
<b>Gross Carrying Amount</b>				
<b>As at 01.04.2022</b>	<b>1,420.44</b>	<b>2,028.05</b>	<b>30.18</b>	<b>3,478.67</b>
Additions	220.45	2,646.45	-	2,866.90
Disposals	-	171.75	30.18	201.93
<b>As at 31.03.2023</b>	<b>1,640.89</b>	<b>4,502.75</b>	<b>-</b>	<b>6,143.64</b>
<b>Accumulated Depreciation</b>				
<b>As at 01.04.2022</b>	<b>67.19</b>	<b>404.61</b>	<b>3.08</b>	<b>474.88</b>
Depreciation charged for the year	19.98	714.06	7.32	741.36
Disposals	-	122.42	10.40	132.82
<b>As at 31.03.2023</b>	<b>87.17</b>	<b>996.25</b>	<b>-</b>	<b>1,083.42</b>
<b>Net Carrying Amount</b>				
<b>As at 31.03.2023</b>	<b>1,553.72</b>	<b>3,506.50</b>	<b>-</b>	<b>5,060.22</b>

Refer Note No. 40 for information about Leases.

## Notes to the Consolidated Financial Statements

### 8. Intangible Assets

FY 23-24 (₹ in lakhs)

Particulars	Software	Patents and Trademarks	Total
<b>Gross Carrying Amount</b>			
<b>As at 01.04.2023</b>	<b>680.10</b>	<b>1,557.19</b>	<b>2,237.29</b>
Additions	1,080.84	82.92	1,163.76
Disposals	-	-	-
<b>As at 31.03.2024</b>	<b>1,760.94</b>	<b>1,640.11</b>	<b>3,401.05</b>
<b>Accumulated Depreciation</b>			
<b>As at 01.04.2023</b>	<b>586.25</b>	<b>265.68</b>	<b>851.93</b>
Depreciation charged for the year	147.57	166.25	313.82
Disposals	-	-	-
<b>As at 31.03.2024</b>	<b>733.82</b>	<b>431.93</b>	<b>1,165.75</b>
<b>Net Carrying Amount</b>			
<b>As at 31.03.2024</b>	<b>1,027.12</b>	<b>1,208.18</b>	<b>2,235.30</b>

#### Intangible Assets under Development

FY 23-24 (₹ in Lakhs)

Particulars	(₹ in Lakhs)
<b>Balance as at 01.04.2023</b>	<b>1,231.51</b>
Addition during the year	869.20
Capitalise during the year	1,113.72
<b>Balance as at 31.03.2024</b>	<b>986.99</b>

#### a) Intangibles under Development ageing

(₹ in lakhs)

Particulars	Amount in Intangible assets under Development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at 31.03.2024</b>	<b>714.39</b>	<b>120.88</b>	<b>13.14</b>	<b>138.58</b>	<b>986.99</b>

No Intangible under Development mentioned above is overdue or exceeded its cost compared to its original plan

There are no projects which are temporarily suspended.



## Notes to the Consolidated Financial Statements

FY 22-23			
(₹ in lakhs)			
Particulars	Software	Patents and Trademarks	Total
<b>Gross Carrying Amount</b>			
As at 01.04.2022	632.46	289.55	922.01
Additions	47.64	1,267.64	1,315.28
Disposals	-	-	-
As at 31.03.2023	680.10	1,557.19	2,237.29
<b>Accumulated Depreciation</b>			
As at 01.04.2022	523.90	105.86	629.76
Depreciation charged for the year	62.35	159.82	222.17
Disposals	-	-	-
As at 31.03.2023	586.25	265.68	851.93
<b>Net Carrying Amount</b>			
As at 31.03.2023	93.85	1,291.51	1,385.36

### Intangible Assets under Development

FY 22-23	
Particulars	(₹ in Lakhs)
Balance as at 01.04.2022	288.79
Addition during the year	986.76
Capitalise during the year	44.04
Balance as at 31.03.2023	1,231.51

### a) Intangibles under Development ageing

(₹ in lakhs)					
Particulars	Amount in Intangible assets under Development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
As at 31.03.2023	1,036.87	27.33	40.75	126.56	1,231.51

No Intangible under Development mentioned above is overdue or exceeded its cost compared to its original plan

There are no projects which are temporarily suspended.

## Notes to the Consolidated Financial Statements

### 9. OTHER NON-CURRENT FINANCIAL ASSETS

(₹ in lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Unsecured - Considered good:</b>		
Security Deposits	717.95	574.44
<b>TOTAL</b>	<b>717.95</b>	<b>574.44</b>

### 10. NON-CURRENT TAX ASSETS (NET)

(₹ in lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Income Tax Paid (Net of Provisions)	2,632.99	2,476.21
<b>TOTAL</b>	<b>2,632.99</b>	<b>2,476.21</b>

### 11. OTHER NON-CURRENT ASSETS

(₹ in lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Capital Advances	302.88	2,183.12
Subsidy Receivable	261.44	37.87
<b>TOTAL</b>	<b>564.32</b>	<b>2,220.99</b>

### 12. INVENTORIES

(₹ in lakhs)		
Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Raw Materials *	25,781.48	21,469.21
Work-in-Progress	37,395.55	24,979.10
Finished Goods		
- Manufactured Goods **	46,925.06	38,139.18
- Traded Goods	-	-
Product Waste	103.46	130.02
Stores & Spares ***	3,323.35	4,033.91
Dyes and Chemicals ****	723.08	717.06
<b>TOTAL</b>	<b>114,251.98</b>	<b>89,468.48</b>

\* Includes goods in transit ₹4,579.16 lakhs (previous year ₹2,187.41 lakhs).

\*\* includes goods in transit ₹12,577.16 lakhs (previous year ₹8,348.15 lakhs).

\*\*\* Includes goods in transit ₹141.16 lakhs (previous year ₹1,017.13 lakhs).

\*\*\*\* Includes goods in transit ₹39.69 lakhs (previous year ₹20.22 lakhs).

Write downs of inventories to net realisable value amounted to ₹121.54 lakhs (previous year ₹536.39 lakhs). Impact of these were recognised as an expense/income during the year and included in 'changes in value of inventories of work-in-progress, stock-in-trade and finished goods' and 'consumption of stores, spares, dyes and packing materials' in statement of profit and loss as at the year end.

## Notes to the Consolidated Financial Statements

### 13. CURRENT INVESTMENTS

Particulars	No. of Units		₹ in lakhs	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Investments measured at fair value through profit or loss</b>				
<b>UNQUOTED</b>				
<b>In Mutual Funds:</b>				
Union Hybrid Equity-Regular-Growth	99,985	99,985	15.89	12.22
Avendus Absolute Return Fund	-	1	-	143.61
Kotak Gilt Fund (Investment Regular) - Growth	628,079	-	553.82	-
ICICI Prudential Gilt Fund - Growth	382,296	-	354.68	-
HDFC Liquid Fund Regular Growth	1,621	-	76.15	-
SBI Liquid Fund Regular Growth	7,008	-	262.49	-
<b>In Bonds:</b>				
9.15% ICICI Bank Ltd Perpetual Bond	-	300	-	3,050.73
6.50% National Bank for Agri & Rural Development	-	100	-	999.99
5.40% HDFC Bank Perpetual Bond	-	100	-	989.13
8.7%/8.99% Perpetual Bond of Bank of Baroda	107	-	1,077.70	-
8.7% Perpetual Bond of GIC Housing Finance Limited	1,000	-	1,002.26	-
8.5%/8.75% Perpetual bond of SBI Bank Ltd	90	350	898.87	3,577.75
9.99%/9.86% Perpetual Bond of TATA Capital Limited	24	350	246.06	3,465.46
9.86% Perpetual Bond of Tata Capital Financials Services Limited	136	-	1,392.18	-
8.75% Perpetual Bond of Punjab National Bank	16	-	1,607.93	-
9.04% Perpetual Bond of Bank of India	100	-	1,008.13	-
8.64%/8.7%/8.69% Perpetual Bond of Union Bank Of India	15	-	1,500.66	-
8.25%/8.5% Perpetual Bond of Cholamandalam Investment And Finance Company Limited	98,400	-	1,475.01	-
10.10%/9.9%/5.5% Perpetual Bond of L&T Finance	73	-	745.28	-
8.85% Bajaj Finance Limited	-	100	-	1,010.36
<b>In Certificate of Deposits:</b>				
7.7% HDFC Corporate Fixed Deposit	1	1	1,050.00	1,100.00
<b>TOTAL</b>			<b>13,267.11</b>	<b>14,349.25</b>
<b>Aggregate Value of:</b>				
Aggregate amount of Unquoted Investments			13,267.11	14,349.25
Impairment in the value of Investments			-	-

## Notes to the Consolidated Financial Statements

### 14. CURRENT TRADE RECEIVABLES

Particulars	₹ in lakhs	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>(a) Considered good-Unsecured</b>		
Trade receivables from contract with customers	52,806.73	39,699.56
(b) Trade receivables which have significant increase in Credit Risk	-	-
(c) Trade receivables - Credit Impaired	-	-
Less: Loss allowance	-	-
<b>Sub total</b>	<b>52,806.73</b>	<b>39,699.56</b>
<b>TOTAL</b>	<b>52,806.73</b>	<b>39,699.56</b>

#### Notes:

#### i) Trade Receivable Ageing

Particulars	Not Due	Outstanding for following period from due date of payment					Total
		Less than 6 Months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at March 31, 2024</b>							
<b>Undisputed Trade receivables</b>							
considered good	44,580.62	8,160.84	48.14	17.13	-	-	52,806.73
which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>44,580.62</b>	<b>8,160.84</b>	<b>48.14</b>	<b>17.13</b>	<b>-</b>	<b>-</b>	<b>52,806.73</b>
<b>As at March 31, 2023</b>							
<b>Undisputed Trade receivables</b>							
considered good	32,768.39	6,876.29	31.15	4.76	-	18.97	39,699.56
which have significant increase in credit risk	-	-	-	-	-	-	-
credit impaired	-	-	-	-	-	-	-
<b>Total</b>	<b>32,768.39</b>	<b>6,876.29</b>	<b>31.15</b>	<b>4.76</b>	<b>-</b>	<b>18.97</b>	<b>39,699.56</b>

## Notes to the Consolidated Financial Statements

### 15. CASH AND CASH EQUIVALENTS

(₹ in lakhs)

Particulars	As at	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
<b>Balances with Banks :</b>		
- In Current Accounts	2,422.61	8,573.58
- In EEFC Accounts	2,618.82	572.46
- In Fixed Deposits for period less than 3 months from original maturity	4,200.00	-
Cash in hand	14.20	19.68
<b>TOTAL</b>	<b>9,255.63</b>	<b>9,165.72</b>

### 16. BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

(₹ in lakhs)

Particulars	As at	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
<b>Balances with Banks</b>		
In Unclaimed Dividend Accounts	273.74	244.61
- Held as Margin (Refer note 1 below)/ Fixed Deposits	787.64	1,387.78
<b>TOTAL</b>	<b>1,061.38</b>	<b>1,632.39</b>

#### Note 1 :

- Includes ₹346.55 lakhs (previous year ₹291.84 lakhs) held with bank as margin money against bank guarantees for Letter of Credit facilities.
- Includes ₹0.05 lakhs (previous year ₹0.05 lakhs) receipt of which is lodged with Excise Department.
- Includes ₹11.25 lakhs (previous year ₹282.32 lakhs) receipt of which is held with bank as margin money against guarantee given to Maharashtra State Electricity Board.
- Includes ₹12.76 lakhs (previous year ₹5.00 lakhs) receipt of which is lodged with Maharashtra Pollution Control Board.
- Includes ₹417.03 lakhs (previous year ₹410.85 lakhs) held with bank as collateral for factoring arrangement by a Foreign Subsidiary.

### 17. OTHER CURRENT FINANCIAL ASSETS

#### (Unsecured-considered good)

(₹ in lakhs)

Particulars	As at	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Security Deposits	129.73	123.25
Derivative Asset	206.79	-
Interest accrued on Loans, Bonds and Deposits	471.86	490.40
Others	314.34	200.20
TOTAL	1,122.72	813.85
Less: Loss allowance	-	-
<b>TOTAL</b>	<b>1,122.72</b>	<b>813.85</b>

## Notes to the Consolidated Financial Statements

### 18. CURRENT TAX ASSETS (NET)

(₹ in lakhs)

Particulars	As at	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Advance Income Tax including tax deducted at source (Net of Provision)	251.85	216.89
<b>TOTAL</b>	<b>251.85</b>	<b>216.89</b>

### 19. OTHER CURRENT ASSETS

#### (Unsecured-considered good)

(₹ in lakhs)

Particulars	As at	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Export Incentives	7,121.30	7,546.97
Balances with Government authority-Excise/Service Tax	69.39	70.84
Balances with Government authority-VAT/GST	10,014.70	5,479.74
Subsidy Receivable	1,783.12	1,194.03
Advance to Suppliers	2,535.30	805.69
Others	1,471.69	781.35
<b>TOTAL</b>	<b>22,995.50</b>	<b>15,878.62</b>
Less: Provision for Doubtful Receivables	1,039.71	1,072.78
<b>TOTAL</b>	<b>21,955.79</b>	<b>14,805.84</b>

### 20(A). SHARE CAPITAL

(₹ in lakhs)

Particulars	As at	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
<b>Authorised:</b>		
<b>Equity Shares</b>		
371,350,000 Shares (previous year 371,350,000) of ₹2 each	7,427.00	7,427.00
<b>Preference Shares</b>		
5,000,000 Shares (previous year 5,000,000) of ₹10 each	500.00	500.00
<b>TOTAL</b>	<b>7,927.00</b>	<b>7,927.00</b>
<b>Issued, Subscribed and Paid-Up:</b>		
<b>Equity Shares</b>		
198,054,340 Equity Shares of ₹2 each (previous year 198,054,340) of ₹2 each, fully paid-up.	3,961.08	3,961.08
<b>TOTAL</b>	<b>3,961.08</b>	<b>3,961.08</b>



## Notes to the Consolidated Financial Statements

### Notes:

(a) Reconciliation of the number of shares outstanding at the beginning and at the end of the year:

Particulars	Number of shares	(₹ in lakhs)
Equity shares outstanding as at April 01, 2022	197,399,670	3,947.99
Add: Issuance of shares on account of amalgamation of subsidiary (Refer note 45A(a))	654,670	13.09
Equity shares outstanding as at March 31, 2023	198,054,340	3,961.08
Add: Shares issued during the year	-	-
Equity shares outstanding as at March 31, 2024	198,054,340	3,961.08

(b) Terms / rights attached to equity shares

- (i) The Holding Company has only one class of equity shares having a par value of ₹2 each. Each holder of equity shares is entitled to one vote per share held. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend.
- (ii) In the event of liquidation of the Holding Company, the holders of equity shares will be entitled to receive remaining assets of the Group, after distribution of all preferential amounts. The distribution will be in proportion to their shareholding.

(c) Details of Equity Shares in the Group held by each shareholder holding more than 5% of shares is as under:

Particulars	As at 31.03.2024		As at 31.03.2023	
	No. of Shares	Percentage	No. of Shares	Percentage
Indo Count Securities Limited	31,041,385	15.67%	31,041,385	15.67%
Sandridge Investments Limited	62,002,455	31.31%	62,002,455	31.31%

(d) There are no shares reserved for issue under options and contracts / commitments for the sale of shares / disinvestment.

(e) Disclosure of Shareholding of Promoters

Name of the Shareholder	As at 31.03.2024		As at 31.03.2023		Percentage change during the year	Percentage change during the previous year
	No. of Shares	Percentage	No. of Shares	Percentage		
Sandridge Investments Limited	62,002,455	31.31%	62,002,455	31.31%	0.00%	0.00%
Indocount Securities Limited	31,041,385	15.67%	31,041,385	15.67%	0.00%	0.00%
Gayatri Devi Jain	6,685,855	3.38%	6,685,855	3.38%	0.00%	0.00%
Shikha Mohit Jain	5,248,825	2.65%	5,248,825	2.65%	0.00%	0.00%
Yarntex Exports Ltd.	2,312,500	1.17%	2,312,500	1.17%	0.00%	0.00%
Neha Singhvi	2,279,137	1.15%	2,279,137	1.15%	0.00%	0.00%
Shivani Patodia	2,173,750	1.10%	2,173,750	1.10%	0.00%	0.00%
Anil Kumar Jain	1,867,565	0.94%	1,867,565	0.94%	0.00%	0.00%
Margo Finance Limited	1,520,020	0.77%	1,520,020	0.77%	0.00%	0.00%
Mohit Anilkumar Jain	692,850	0.35%	692,850	0.35%	0.00%	0.00%
Slab Promoters Private Limited	308,325	0.16%	308,325	0.16%	0.00%	0.00%
Rini Investment and Finance Private Limited	119,100	0.06%	119,100	0.06%	0.00%	0.00%
Anil Kumar Jain HUF	75,000	0.04%	75,000	0.04%	0.00%	0.00%
Sunita Jaipuria	20,000	0.01%	20,000	0.01%	0.00%	0.00%
<b>TOTAL</b>	<b>116,346,767</b>	<b>58.76%</b>	<b>116,346,767</b>	<b>58.76%</b>	<b>0.00%</b>	<b>0.00%</b>

## Notes to the Consolidated Financial Statements

(f) Dividend paid and proposed

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
(i) Dividend paid and recognised during the reporting period		
Final Dividend for F.Y. 2021-22: ₹2.00 per share (face value of ₹2 each)	-	3,947.99
Final Dividend for F.Y. 2022-23: ₹2.00 per share (face value of ₹2 each)	3,961.09	-
(ii) Dividends not recognised at the end of the reporting period		
In addition to the above dividends, subsequent to the year end the directors have recommended the payment of a final dividend of ₹2.20 per fully paid equity share (previous year ₹2.00). This proposed dividend is subject to the approval of shareholders in the ensuing annual general meeting.	4,357.20	3,961.09

20(B). Other Equity

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Reserves and Surplus	2,07,529.26	1,78,031.69
Effective Portion of Cash Flow Hedges	123.73	(417.20)
Exchange Differences on translating the Financial Statements of Foreign Operations	(2,707.50)	(2,305.98)
<b>Total</b>	<b>2,04,945.49</b>	<b>1,75,308.50</b>

Share pending issue

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Opening Balance	-	13.09
Shares allotted during the year	-	(13.09)
<b>Closing Balance</b>	<b>-</b>	<b>-</b>

RESERVES AND SURPLUS

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Capital Reserve (Refer note i below)	1,071.36	1,071.36
Retained Earnings (Refer note iii below)	205,161.93	175,330.52
Securities Premium Reserve (Refer note ii below)	1,653.72	1,653.72
Remeasurement of defined benefit obligation (Refer note vi below)	(357.75)	(23.91)
<b>Total Reserves and Surplus</b>	<b>207,529.26</b>	<b>178,031.69</b>
(i) Capital Resere		
Opening Balance	1,071.36	593.18
On account of acquisition (Refer note 45A (b))	-	478.19
On Merger of Pranavadiya Spinning Mills Limited	-	(0.01)
<b>Closing Balance</b>	<b>1,071.36</b>	<b>1,071.36</b>

## Notes to the Consolidated Financial Statements

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>(ii) Retained Earnings</b>		
Opening Balance	175,330.52	151,600.84
Profit for the Year	33,792.50	27,677.67
Final Dividend on Equity Shares	(3,961.09)	(3,947.99)
<b>Closing Balance</b>	<b>205,161.93</b>	<b>175,330.52</b>
<b>(iii) Securities Premium Reserve</b>		
Opening Balance	1,653.72	1,653.72
Addition during the year	-	-
<b>Closing Balance</b>	<b>1,653.72</b>	<b>1,653.72</b>
<b>(iv) Remeasurement of defined benefit obligations</b>		
Opening Balance	(23.91)	104.80
Addition during the year	(333.84)	(128.71)
Other Adjustments	-	-
<b>Closing Balance</b>	<b>(357.75)</b>	<b>(23.91)</b>

(₹ in lakhs)

Particulars	Effective Portion of Cash Flow Hedges (Refer note iv below)	Exchange Differences on translating the Financial Statements of Foreign Operations (Refer note v below)	Total
<b>As at 1 April 2022</b>	<b>996.32</b>	<b>185.69</b>	<b>1,182.01</b>
Other comprehensive income for the year	(1,413.52)	(2,491.67)	(3,905.19)
Other Adjustments	-	-	-
<b>As at 31 March 2023</b>	<b>(417.20)</b>	<b>(2,305.98)</b>	<b>(2,723.18)</b>
Other comprehensive income for the year	540.93	(401.52)	139.41
<b>As at 31 March 2024</b>	<b>123.73</b>	<b>(2,707.50)</b>	<b>(2,583.77)</b>

### Notes:

**(i) Capital Reserve:**

Majorily consists of capital reserve standing in books against acquisition of business unit.

**(ii) Securities Premium :**

Securities Premium is created when shares were issued at premium and will be utilised in accordance with the provision of the Act.

**(iii) Retained earnings:**

Retained earnings represents accumulated profit as on reporting date and can be utilised in accordance with the provision of the Act.

**(iv) Effective Portion of Cash Flow Hedges:**

Represents effective portion of gains or losses on derivatives that are designated and qualify as cash flow hedges, as described in accounting policy Note 2.10. These are subsequently reclassified to statement of Profit and loss.

## Notes to the Consolidated Financial Statements

**(v) Exchanges Differences on translating financial statements of foreign operations:**

Foreign currency translation reserve pertains to exchange difference arising on translating financial statements of the foreign operation are recognised in other comprehensive income as described in accounting policy Note 2.12 and accumulated in a separate reserve within equity. The cumulative amount reclassified to profit or loss when the net investment is disposed-off.

**(vi) Remeasurement of defined benefit obligation:**

Reserve for remeasurement of defined benefit obligations represents the effects of remeasurement of defined benefit obligations on account of actuarial gains and losses. These are not subsequently reclassified to statement of Profit and loss.

### 21. NON-CURRENT BORROWINGS

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Secured (measured at amortised cost)		
1) Term Loan		
i) Rupee loans		
- From Banks (a)	7,824.72	10,700.67
- From Financial Institutions (a)	11,682.50	13,776.04
Less: Current maturity of long term debt	(5,940.99)	(4,634.17)
<b>TOTAL</b>	<b>13,566.23</b>	<b>19,842.54</b>

**a) Non-Current Borrowings (Terms of Repayment and security)**

(₹ in lakhs)

Particulars	Outstanding		Repayment Schedule	Security
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023		
<b>1) TERM LOAN</b>				
<b>Rupee loans</b>				
- From Banks (Loan details from each bank is given below)				
a)	4,824.72	6,200.66	Quarterly Repayments from December 2022 to September 2027	a) First Pari passu charge with existing term lenders on both present and future movable and immovable assets of Home Made textile division located at Kolhapur. b) A second pari passu charge on all current assets and cash-flows, present and future Holding Company.

## Notes to the Consolidated Financial Statements

(₹ in lakhs)

Particulars	Outstanding		Repayment Schedule	Security
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023		
b)	3,000.00	4,500.00	Monthly Repayments from April 2022 to March 2026	a) Second charge of entire current asset of the Holding Company - inventory / receivables b) Second charge on the fixed assets of the Holding Company excluding Mumbai office, Thane office and spinning unit of the Holding Company.
- From Financial Institutions				
a)	-	781.05	Quarterly Repayments from April 2019 to January 2024	a) First pari passu charge on the entire fixed assets of the Holding Company located at kolhapur location, for present and future b) Second pari passu charge on the entire current assets of the Holding Company at kolhapur, for present and future.
b)	11,682.50	12,995.00	Quarterly Repayments from July 2023 to April 2028	a) Exclusive charge over the movable fixed assets of Holding Company pertaining to the spinning unit at Kolhapur, Maharashtra financed under this loan. b) Exclusive charge over the factory building of Holding Company pertaining to the spinning unit at Kolhapur, Maharashtra financed under this loan. c) Exclusive charge over the land of Holding Company situated at Plot No. 266, village Alte, Kumbhoj Road, Hatkanangale Taluka, Kolhapur, Maharashtra.
<b>TOTAL</b>	<b>19,507.22</b>	<b>24,476.71</b>		

Coupon rates for the above borrowings ranged between 6.60% to 9.50% p.a. (previous year 6.60% to 9.25% p.a.).

### 22. Non - Current Provisions

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Employee benefit obligations:</b>		
Gratuity (Refer Note No 47)	1,205.66	932.93
<b>Total</b>	<b>1,205.66</b>	<b>932.93</b>

## Notes to the Consolidated Financial Statements

### 23.(A) INCOME TAX

The major components of Income Tax expense for the years ended 31 March, 2024 and 31 March, 2023 are:

#### Income Tax expenses recognised in the Statement of Profit and Loss

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Current Income Tax:</b>		
Current Income Tax charge	9,717.10	8,020.21
Adjustments in respect of Income Tax of previous years	18.30	(652.02)
<b>Deferred Tax:</b>		
Relating to origination and reversal of temporary differences	1,503.24	813.01
<b>Income Tax expense reported in the Statement of Profit and Loss</b>	<b>11,238.64</b>	<b>8,181.20</b>

#### Income Tax expense/(Credit) recognised in Other Comprehensive Income (OCI)

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
On remeasurement of post employment benefits obligation and on exchange fluctuation with respect to cash flow hedges.	69.65	(518.69)
<b>Income Tax charged/(Credited) to OCI</b>	<b>69.65</b>	<b>(518.69)</b>

### (B) DEFERRED TAX (LIABILITIES/ASSETS (NET))

Significant components of deferred tax liabilities (net) of the Group and its subsidiaries are as follows : (₹ in lakhs)

Particulars	Opening Balance (As at April 01, 2023)	Recognised in Consolidated Statement of Profit and Loss	Recognised in Other Comprehensive Income (OCI)	Closing Balance (As at 31 <sup>st</sup> March, 2024)
<b>Deferred tax (liabilities)/Assets recognised in relation to:</b>				
Property, Plant and Equipment and Intangible assets (including Right of Use assets)	(8,188.63)	(1,610.12)	-	(9,798.75)
Incomes credited to the Consolidated Statement of Profit and Loss of the Group taxable in subsequent years	(2.04)	(5.03)	-	(7.07)
Allowance for doubtful debts, loans and advances	270.00	(8.32)	-	261.68
Expenses allowable in subsequent years	386.39	5.65	112.28	504.32
Lease liability	322.18	258.24	-	580.42
Net (Gain) / Losses on Cash flow hedges	273.52	(143.64)	(181.93)	(52.05)
<b>Deferred Tax (Liabilities)/Assets (net)</b>	<b>(6,938.58)</b>	<b>(1,503.22)</b>	<b>(69.65)</b>	<b>(8,511.45)</b>



## Notes to the Consolidated Financial Statements

(₹ in lakhs)

Particulars	Opening Balance (As at 1 <sup>st</sup> April, 2022)	Recognised in Consolidated Statement of Profit and Loss	Recognised in Other Comprehensive Income (OCI)	Closing Balance (As at 31 <sup>st</sup> March, 2023)
<b>Deferred tax (liabilities)/Assets recognised in relation to:</b>				
Property, Plant and Equipment and Intangible assets (including Right of Use assets)	(8,427.00)	238.37	-	(8,188.63)
Incomes credited to the Consolidated Statement of Profit and Loss of the Group taxable in subsequent years	(0.68)	(1.36)	-	(2.04)
Allowance for doubtful debts, loans and advances	917.56	(647.56)	-	270.00
Expenses allowable in subsequent years	144.09	199.01	43.29	386.39
Unabsorbed Tax Losses and Depreciation	756.43	(756.43)	-	-
Lease Liability	413.52	(91.34)	-	322.18
Net (Gain) / Losses on Cash flow hedges	(448.18)	246.30	475.40	273.52
<b>Deferred Tax (Liabilities)/Assets (net)</b>	<b>(6,644.26)</b>	<b>(813.01)</b>	<b>518.69</b>	<b>(6,938.58)</b>

### Reflected in the Balance Sheet:

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Deferred Tax Assets	1,346.42	1,252.09
Deferred Tax Liabilities	(9,857.87)	(8,190.67)
<b>Deferred Tax Liabilities (Net)</b>	<b>(8,511.45)</b>	<b>(6,938.58)</b>

### (C) The reconciliation of estimated income tax expense at Indian Statutory income tax rate to income tax expense reported in Statement of Profit and loss is as follow:

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Profit before income tax expense</b>	<b>45,031.14</b>	<b>35,858.87</b>
Tax at Indian Tax rate of 25.168%	11,333.44	9,024.96
Income Tax with respect to previous year	(18.30)	652.02
Deferred Tax on Unabsorbed Tax Losses and Depreciation utilised	-	(756.43)
Corporate social responsibility expenses	190.63	144.61
Tax effect of amounts taxable at different Tax Rates	(325.01)	(1,228.66)
Others	57.88	344.70
<b>Income Tax Expense</b>	<b>11,238.64</b>	<b>8,181.20</b>

#### Note:

The Subsidiary of the Company has undistributed earnings of ₹8,631.28 Lakhs (March 31, 2023 - ₹7,434.65), which if paid out as dividend would be taxable in the hands of the recipient. An assessable temporary difference exists but no deferred tax liability has been recognised as the parent entity is able to control the timing of distributions from the subsidiary. The subsidiary is not expected to distribute these profits in the foreseeable future.

## Notes to the Consolidated Financial Statements

### 24. OTHER NON-CURRENT LIABILITIES

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Deferred Government Grants related to Property, Plant & Equipment (Refer note 46)*	3,487.33	810.05
<b>Total</b>	<b>3,487.33</b>	<b>810.05</b>

#### \*Movement in Deferred Government Grant (Current and Non current combined)

Particulars	(₹ in lakhs)
<b>Balance as at April 01, 2022</b>	<b>902.49</b>
Add: Accrued during the year	-
Less: Recognised as income during the year	46.22
<b>Balance as at March 31, 2023</b>	<b>856.27</b>
Add: Accrued during the year	3,503.70
Less: Recognised as income during the year	686.27
<b>Balance as at March 31, 2024</b>	<b>3,673.70</b>

### 25. CURRENT BORROWINGS

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Secured</b>		
Working Capital loans from Banks	71,901.32	59,611.35
<b>Current Maturities of Long Term Borrowings (Note 21)</b>	<b>5,940.99</b>	<b>4,634.17</b>
<b>TOTAL</b>	<b>77,842.31</b>	<b>64,245.52</b>

Refer Note (a) below for details of terms of repayment and security.

#### a) Current Borrowings-Terms of Repayment and security

(₹ in lakhs)

Particulars	As at		Repayment Schedule	Outstanding Security
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023		
<b>1) PACKING CREDIT LOAN</b>				
<b>Rupee loans</b>				
- From Banks (Loan details from each bank is given below)				
a)	16,000.00	13,636.90	Upto 180 Days	First pari passu charge on the entire current assets of the Holding Company, both present and future.
b)	10,600.00	11,461.67	Upto 180 Days	First pari passu charge on the entire current assets of the Holding Company, both present and future
c)	11,950.00	11,500.00	Upto 180 Days	First pari passu charge on the entire current assets of the Holding Company, both present and future
d)	15,100.00	9,022.17	Upto 180 Days	First pari passu charge on the entire current assets of the Holding Company, both present and future

## Notes to the Consolidated Financial Statements

### a) Current Borrowings-Terms of Repayment and security (contd.) (₹ in lakhs)

Particulars	As at		Repayment Schedule	Outstanding Security
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023		
e)	-	10,530.84	Upto 180 Days	First pari passu charge on the entire current assets of the Holding Company, both present and future
f)	3,000.00	2,085.37	Upto 180 Days	First pari passu charge on the entire current assets of the Holding Company, both present and future
g)	14,500.00	-	Upto 180 Days	First pari passu charge on the entire current assets of the Holding Company, both present and future
<b>2) POST SHIPMENT CREDIT LOAN</b>				
<b>Rupee loans</b>				
- From Banks				
a)	-	1,374.40	Upto 180 Days	First pari passu charge on the entire current assets of the Company, both present and future
<b>3) Cash Credit facility from bank</b>	751.32	-	Not Applicable	First pari passu charge on the entire current assets of the Holding Company, both present and future
<b>TOTAL</b>	<b>71,901.32</b>	<b>59,611.35</b>		

Coupon rates for the above borrowings ranged between 4.78% to 7.91% p.a. (previous year 3.35% to 5.90% p.a.).

### 26. TRADE PAYABLES

Particulars	As at	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
<b>Trade payables</b>		
(i) Total outstanding dues of micro and small enterprises	7,569.81	4,127.20
(ii) Total outstanding dues of creditors other than micro and small enterprises	23,253.85	17,169.22
<b>TOTAL</b>	<b>30,823.66</b>	<b>21,296.42</b>

#### Notes:

#### Trade Payables Ageing

(Undisputed except mentioned in note below)

Particulars	Unbilled dues	Not Due	Outstanding for following years from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
			As at March 31, 2024				
<b>Trade payables</b>							
(i) Micro and Small Enterprise*	89.25	7,326.13	154.36	0.07	-	-	7,569.81
(ii) Others	1,413.89	17,738.04	3,941.01	100.14	12.70	48.07	23,253.85
<b>TOTAL</b>	<b>1,503.14</b>	<b>25,064.17</b>	<b>4,095.37</b>	<b>100.21</b>	<b>12.70</b>	<b>48.07</b>	<b>30,823.66</b>

## Notes to the Consolidated Financial Statements

Particulars	Unbilled dues	Not Due	Outstanding for following years from due date of payment				Total
			Less than 1 year	1-2 years	2-3 years	More than 3 years	
<b>As at March 31, 2023</b>							
<b>Trade payables</b>							
(i) Micro and Small Enterprise*	377.76	3,174.32	572.97	2.15	-	-	4,127.20
(ii) Others	2,306.20	9,220.86	5,577.57	36.95	11.57	16.07	17,169.22
<b>TOTAL</b>	<b>2,683.96</b>	<b>12,395.18</b>	<b>6,150.54</b>	<b>39.10</b>	<b>11.57</b>	<b>16.07</b>	<b>21,296.42</b>

\* Includes disputed trade payable for micro and small enterprises of Rs 166.68 lakhs (previous year Rs. 29.55 lakhs), having ageing of less than 1 year.

### 27. OTHER CURRENT FINANCIAL LIABILITIES

Particulars	As at	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Interest Accrued but not due on Borrowings	260.84	125.40
Unpaid Dividend *	273.74	244.61
Derivative Liabilities (Refer note 50)	-	1,086.82
Director's Remuneration Payable (Refer note 41)	1,290.60	1,008.70
Commission Payable	336.20	424.46
Capital Creditors **	1,986.43	1,200.06
Contractual Liability	675.60	423.36
Employee Benefits Payable	1,242.60	1,028.22
Other Payables	61.90	0.29
<b>TOTAL</b>	<b>6,127.91</b>	<b>5,541.92</b>

\* There are no amounts due and outstanding to be credited to Investor Education and Protection Fund.

\*\* Includes outstanding dues of micro and small enterprises ₹130.39 lakhs (previous year ₹291.09 lakhs).

### 28. OTHER CURRENT LIABILITIES

Particulars	As at	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Advance from Customers	475.11	1,095.44
Deferred Government Grants related to Property, Plant and Equipment (Refer note 46)*	186.37	46.22
Other Payables		
- Statutory dues	1,023.68	841.74
- Rates and Taxes	9.71	15.08
- Others	207.71	158.11
<b>TOTAL</b>	<b>1,902.58</b>	<b>2,156.59</b>

\*Refer note 24 for movement in deferred government grant.

## Notes to the Consolidated Financial Statements

### 29. Current Provisions

(₹ in lakhs)

Particulars	As at	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Employee benefit obligations	270.19	203.55
Compensated absences		
<b>TOTAL</b>	<b>270.19</b>	<b>203.55</b>

### 30. CURRENT TAX LIABILITIES (NET)

(₹ in lakhs)

Particulars	As at	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Provision for Income Tax (Net of Advance Taxes)	31.83	-
<b>TOTAL</b>	<b>31.83</b>	<b>-</b>

### 31. REVENUE FROM OPERATIONS

(₹ in lakhs)

Particulars	For the year ended	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
1) Sale of Products		
- Manufactured	321,852.23	265,556.09
- Stock-In-Trade	3,330.75	10,820.45
2) Sale of Services	1,962.37	1,839.96
3) Other Operating Revenue		
- Export Incentives / Benefits	28,561.57	22,938.94
<b>REVENUE FROM OPERATIONS</b>	<b>355,706.92</b>	<b>301,155.44</b>

#### Disaggregation of Revenue Revenue based on Geography

(₹ in lakhs)

Particulars	For the year ended	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
India	14,459.75	16,049.86
Outside India	341,247.17	285,105.58
<b>REVENUE FROM OPERATIONS</b>	<b>355,706.92</b>	<b>301,155.44</b>

#### Reconciliation of Revenue from Operations with Contract Price

(₹ in lakhs)

Particulars	For the year ended	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Contract Price	371,058.42	316,025.20
Less:		
Sales Returns	3,404.02	2,656.88
Rebates and Discounts	6,340.98	4,487.12
Embedded Interest	-	492.84
Others deductions	5,606.50	7,232.92
<b>REVENUE FROM OPERATIONS</b>	<b>355,706.92</b>	<b>301,155.44</b>

The Group has not entered into any fixed price long term contract and thus the Group does not have any unsatisfied performance obligation as at the year end.

## Notes to the Consolidated Financial Statements

### 32. OTHER INCOME

(₹ in lakhs)

Particulars	For the year ended	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Interest on Bank Deposits at Amortised Cost	205.73	153.89
Interest Income <sup>#</sup>	957.44	1,062.08
Government Grants related to Property, Plant and Equipment (Refer note 46)	686.27	46.22
Miscellaneous Receipts and Incomes	38.19	122.52
Investment measured at FVTPL	20.00	5.40
Gain on Redemption of Mutual funds	-	26.57
Profit on Sale of Assets	2.82	144.57
Exchange Rate Difference (Net)	2,376.51	1,316.28
Lease Rent Income	4.34	96.79
Sundry balances / Excess provision written back (Net)	57.98	0.98
Liability no longer payable written back	23.05	167.42
<b>TOTAL</b>	<b>4,372.33</b>	<b>3,142.72</b>

<sup>#</sup>Includes interest income from financial assets measured at fair value through profit and loss of ₹859.14 lakhs (Previous year ₹536.14 lakhs) and other interest income of ₹98.30 lakhs (Previous year ₹525.94 lakhs).

### 33. COST OF MATERIALS CONSUMED

(₹ in lakhs)

Particulars	For the year ended	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
<b>Raw Material Consumed</b>		
Raw material at the beginning of the year	21,469.21	44,869.57
Add: Purchases	170,476.57	113,865.55
Less : Raw material at the end of the year	25,781.48	21,469.21
<b>Total Cost of Materials Consumed</b>	<b>166,164.30</b>	<b>137,265.91</b>

### 34. CHANGES IN INVENTORIES OF WORK IN PROGRESS, STOCK IN TRADE AND FINISHED GOODS

(₹ in lakhs)

Particulars	For the year ended	
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
<b>Opening Balance</b>		
Finished Goods		
- Manufactured Goods	38,139.18	33,180.90
- Traded Goods	-	4,777.64
Work-in-Progress	24,979.10	18,561.90
Product Waste	130.02	175.96
<b>Total Opening Balance (A)</b>	<b>63,248.30</b>	<b>56,696.40</b>



## Notes to the Consolidated Financial Statements

Particulars	(₹ in lakhs)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Less: Closing Stock</b>		
Finished Goods		
- Manufactured Goods	46,925.06	38,139.18
- Traded Goods	-	-
Work-in-Progress	37,395.55	24,979.10
Product Waste	103.46	130.03
<b>Total Closing Balance (B)</b>	84,424.07	63,248.31
<b>Total changes in inventories of Work-in-Progress, Stock-in-Trade and Finished Goods (A-B)</b>	<b>(21,175.77)</b>	<b>(6,551.91)</b>

### 35. EMPLOYEE BENEFITS EXPENSE

Particulars	(₹ in lakhs)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Salaries, Wages and Bonus	26,238.19	22,501.39
Directors' Remuneration (Refer Note No. 41)	2,977.96	2,547.80
Contribution to Provident and Other Funds	1,296.78	1,158.11
Gratuity (Refer Note No. 47)	256.79	187.89
Staff Welfare Expenses	429.91	346.77
Recruitment and Training Expenses	54.23	34.37
<b>TOTAL</b>	<b>31,253.86</b>	<b>26,776.33</b>

### 36. FINANCE COST

Particulars	(₹ in lakhs)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Interest Expense for Financial Liability not classified as FVTPL*:		
- On Term Loans	1,730.34	847.90
- Working Capital Loans	4,503.85	4,311.33
- Others	62.84	32.52
Interest expense on lease liability	185.49	131.03
Bank Charges	423.97	870.30
Finance Procurement Charges	78.36	44.63
<b>TOTAL</b>	<b>6,984.85</b>	<b>6,237.71</b>

\*An amount of ₹186.61 lakhs has been capitalised to Capital work in progress / Property, plant and equipments during the year. (Previous Year of ₹226.21 lakhs)

### 37. DEPRECIATION AND AMORTISATION EXPENSE

Particulars	(₹ in lakhs)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Depreciation on Property, plant and equipments	6,636.61	5,509.68
Depreciation on Right of Use assets	1,307.70	741.36
Amortisation on Intangible assets	313.82	222.17
<b>TOTAL</b>	<b>8,258.13</b>	<b>6,473.21</b>

## Notes to the Consolidated Financial Statements

### 38. OTHER EXPENSES

Particulars	(₹ in lakhs)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Consumption of Stores, Spares, Dyes and Packing Materials	25,680.54	22,218.09
Jobwork Charges	31,658.60	18,845.52
Power and Fuel	19,873.31	17,063.99
Rent	3,326.77	3,709.64
Rates, Taxes and Fees	259.18	280.63
Legal and Professional Expenses	3,110.26	2,354.40
Insurance	983.53	2,021.98
Repairs to Plant and Equipments	846.80	792.28
Repairs to Buildings	236.60	176.88
Commission and Brokerage	2,379.24	1,382.30
Freight Outward	11,334.63	11,897.88
Other Selling Expenses	11,448.07	4,921.05
Loss on Sale of Assets	174.57	113.34
Loss on Redemption of Mutual Funds	97.58	-
Bad Debts / Advances written off	18.40	0.06
Exchange Rate Difference (Net)	3.67	5.31
Provision for Doubtful Debts/Advances	44.09	732.97
Corporate Social Responsibility (Refer Note No. 43)	757.43	574.66
Payment to Auditors (Refer (a) below)	71.47	49.47
Miscellaneous Expenses	4,862.80	5,741.34
<b>TOTAL</b>	<b>117,167.54</b>	<b>92,881.79</b>

#### (a) Includes Payment to Auditors

Particulars	(₹ in lakhs)	
	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>As Auditors</b>		
-Statutory Audit Fees	47.00	38.35
-Limited Review Fees	12.00	8.00
-Certification	3.25	-
-Reimbursement of Expenses	9.22	3.12
<b>TOTAL</b>	<b>71.47</b>	<b>49.47</b>

## Notes to the Consolidated Financial Statements

### 39. CONTINGENT LIABILITIES AND COMMITMENTS

#### A. Contingent Liabilities

(₹ in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>1) Claims against Group not acknowledged as Debt:</b>		
i) Indirect Tax matters under appeal	2,132.72	1,108.82
ii) Direct Tax matters under appeal	1,144.36	6,990.60
iii) Other litigation claims (Including Pending Labour cases)	231.52	59.79
<b>2) Guarantee given by the Group:</b>		
i) Bank Guarantees	2,688.28	2,318.55

3) On account of a dispute in relation with Electricity Duty on electricity generated by the Holding Company for captive use between 01.04.2000 and 30.04.2005 amounting to ₹292.07 lakhs (previous year ₹292.07 lakhs) excluding interest, the Honourable High Court of India vide its order dated 07.11.2009 passed a judgement in favour of the Holding Company. The MSEDCL has further challenged the same at Honourable Supreme Court of India. The matter is yet to be heard by the Honourable Supreme Court of India. Management is confident on the positive outcome on this matter.

4) One of the largest customers of the Indo Count Global Inc., USA (ICGI), wholly owned subsidiary of the Holding Company and its affiliates (referred to as 'debtors') filed for bankruptcy protection in April 2023. In November 2023, the ICGI received a demand letter from counsel of the debtors concerning alleged certain receipts of amount as avoidable and are recoverable as preferential payments under section 547(b) of the United States Bankruptcy Code, 11 U.S.C. At this stage, the ICGI cannot evaluate the likelihood of an unfavourable outcome or estimate the amount or range of any potential loss other than as set forth above. Accordingly, the ICGI has not recorded any adjustments relating to the matter.

Further, ICGI is involved in certain litigations as defendant's incidental to the conduct of its business. However, the ICGI is not a party to any lawsuit or proceeding which, in the opinion of the ICGI's management, is likely to have a materially adverse effect on the ICGI's financial position.

#### Notes:

(a) It is not practicable for the Group to estimate the timing of cash outflow, if any, in respect of the above pending resolution of the respective proceedings.

(b) The Group does not expect any reimbursement in respect of the above contingent liabilities.

**Significant Estimates:** The Group has litigations in respect of certain matters. The management does assessment of all outstanding matters and whenever required, further obtain legal advices including those relating to interpretation of law. Based on such assessment, it concludes whether a provision should be recognised or a disclosure should be made.

#### B. Commitments

(₹ in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
a) Estimated amount of contracts (net of advances) remaining to be executed on capital account and not provided for against property, plant and equipments.	5,696.46	5,653.77
b) Letter of credits opened for which the material has not yet been shipped	4,152.02	1,787.48

## Notes to the Consolidated Financial Statements

c) In terms of EPCG Licence issued and utilised, the Holding Company has an export obligation for ₹21,322 lakhs (previous year ₹34,983 lakhs), which is to be fulfilled over a average period of 6 years. The Holding Company has completed the export obligation to the extent of ₹20,121 lakhs (previous year ₹24,116 lakhs) till the year end and are under process of redemption. Further, there are licenses issued by the DGFT amounting to ₹1,201 lakhs (previous year ₹10,779 lakhs) for which capital goods are under imports.

### 40. LEASES

(₹ in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>(i) The Balance sheet Shows the following amounts relating to leases:</b>		
<b>Right of use assets</b>		
Building	4,104.08	3,506.50
Plant and Machinery	-	-
Land	1,533.74	1,553.72
<b>Lease Liabilities</b>		
Current	1,019.97	1,137.61
Non-Current	3,164.53	2,406.68
<b>(ii) Amount recognised in statement of Profit and Loss</b>		
<b>Depreciation Charge on Right of use assets</b>		
Building	1,287.72	714.06
Plant and Machinery	-	7.32
Land	19.98	19.98
(iii) Interest expense included in finance costs	185.49	131.03
(iv) Expense relating to short-term leases (included in other expenses)	3,326.77	3,709.64
(v) Expense relating to leases of low-value assets that are not shown above as short-term leases	-	-
(vi) Expense relating to variable lease payments not included in lease liability	-	-
(vii) Amount recognised in profit and loss arising from rent concessions	-	-

(a) Total cash outflow for leases during current financial year is ₹4,699.76 lakhs (previous year ₹5,142.58 lakhs).

(b) Refer Note 7 for additions to the Right-of-use assets.

(c) There are no sale and leaseback transactions.

(d) When measuring lease liabilities for leases that were classified as operating leases, the Group discounted lease payments using its incremental borrowing rate. The weighted average incremental borrowing rate applied is @8.55% in case of Holding Company and @3.25%, @7.75% and @8.55% in case of Foreign Subsidiaries (previous year @8.55% in case of Holding Company and @3.25% in case of a Foreign Subsidiary).

## Notes to the Consolidated Financial Statements

### 41. RELATED PARTY DISCLOSURES

(₹ in lakhs)

Related party disclosures as required by IND-AS 24 "Related Party Disclosures" are given below:

#### i) Key Management Personnel

1. Shri Anil Kumar Jain Executive Chairman
2. Shri Mohit Jain Executive Vice Chairman
3. Shri K. R. Lalpuria Executive Director & C.E.O.
4. Shri Kamal Mitra Director (Works)
5. Shri Dilip Thakkar Independent Director
6. Shri Prem Malik Independent Director
7. Shri Sushil Kumar Jiwarajka Independent Director
8. Dr. (Mrs.) Vaijayanti Pandit Independent Director
9. Shri Sanjay Kumar Panda Independent Director
10. Shri Siddharth Mehta Independent Director
11. Shri Akash Nandkishor Kagliwal Independent Director
12. Shri Viswanathan Lakshmanan Independent Director

#### ii) Relatives of Key Management Personnel

1. Smt. G. D. Jain
2. Smt. Shikha Jain

#### iii) Entities Controlled by Holding Company Subsidiaries

1. Indo Count Retail Ventures Private Limited.
2. Indo Count Global Inc., (USA)
3. Indo Count UK Ltd., (United Kingdom)
4. Indo Count Global DMCC, UAE

#### Entities/Parties Controlled by KMPs and their relatives exists

1. A. K. Jain HUF
2. Kids Creation
3. Indo Count Foundation

#### B. Details of transactions and balances.

(₹ In lakhs)

Particulars	Entities Controlled by KMPs and their relatives exists
<b>Transactions during the year</b>	
<b>Lease Rent expenses</b>	<b>40.61</b>
- A. K. Jain HUF	40.61
	<b>(40.61)</b>
- A. K. Jain HUF	(40.61)
<b>Design Charges Expense</b>	<b>25.10</b>
- Kids Creation	25.10
	<b>(5.35)</b>
- Kids Creation	(5.35)

## Notes to the Consolidated Financial Statements

### B. Details of transactions and balances.

(₹ In lakhs)

Particulars	Entities Controlled by KMPs and their relatives exists
<b>CSR Expenses</b>	<b>757.43</b>
- Indo Count Foundation	757.43
	<b>(527.14)</b>
- Indo Count Foundation	(527.14)
<b>Balance Outstanding at the end of year</b>	
<b>a) Deposit - Rent</b>	<b>15.60</b>
- A. K. Jain HUF	15.60
	<b>(15.60)</b>
- A. K. Jain HUF	(15.60)
<b>Other Payables</b>	
<b>b) Lease Rent Payable</b>	<b>0.61</b>
- A. K. Jain HUF	0.61
	<b>(0.61)</b>
- A. K. Jain HUF	(0.61)

### C. Transactions with key Management Personnel and their relatives.

(₹ In lakhs)

Particulars	Key Management Personnel	Relatives of Key Management Personnel
<b>Transactions during the year</b>		
Commission expenses	10.50	-
	<b>(9.00)</b>	<b>(-)</b>
Remuneration expenses (Refer note (d) and (e) below)	2,977.96	48.00
	<b>(2,547.80)</b>	<b>(48.00)</b>
Sitting fees	65.25	-
	<b>(56.00)</b>	<b>(-)</b>
<b>Balance outstanding during the year</b>		
Commission Payable	9.45	-
	<b>(8.10)</b>	<b>(-)</b>
Remuneration Payable	1,290.60	-
	<b>(1,008.70)</b>	<b>(-)</b>

(a) Previous year figures are given in brackets.

(b) Related parties enlisted above are those having transactions with the Group during the year and previous year.

(c) The above transactions were done in the ordinary course of business and on normal commercial terms and conditions.

(d) As the liabilities for defined benefit plans and leave entitlements are provided on actuarial basis for the Group as a whole, the amounts pertaining to Key Management Personnel or relative of key management personnel are not included.

(e) Includes remuneration paid to Executive Chairman and Executive Vice Chairman amounting to ₹1,458.01 lakhs and ₹1,141.56 lakhs respectively.(previous year ₹1,224.25 lakhs and ₹942.06 lakhs). The Remuneration given in the above table excludes post employment benefit (i.e.Provident Fund) of ₹67.14 lakhs (Previous year of ₹61.20 lakhs).



## Notes to the Consolidated Financial Statements

42. Operating segments are reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker ("CODM") of the Group. Chairman, Vice Chairman and Chief Executive Officer of the Holding Company are the chief operating decision makers. The Group operates only in one Business Segment i.e. 'Textile Business' which constitutes a single reporting segment.

The Holding Company is domiciled in India. For details of revenue from operations from external customer location wise, refer note 31 of the Consolidated Financial Statements.

No Non Current assets (other than financial assets) of the Holding Company are physically located outside India.

### 43. EXPENDITURE ON CORPORATE SOCIAL RESPONSIBILITIES (CSR)

(₹ in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
a). Gross amount required to be spent by the Holding Company during the year	757.34	578.76
b). Amount spent (Towards other than ongoing projects) during the year on:		
(i) Construction / acquisition of any asset	-	-
(ii) On purposes other than (i) above	757.43	574.66
c). Details of Contribution	-	-
Contribution to related party - Indo Count Foundation	757.43	527.14
d). Other than above	-	47.52

e) Nature of CSR activities includes education, health, water and sanitation, environment, farmer livelihood, differently abled and old age care, sports promotion and community infrastructure .

f) There is no shortfall in CSR expenditure reported u/s 135 (5) of the Act in the current year and previous year. Further there were no ongoing projects u/s 135 of the Act in the current year and previous year. At the year end, there is no liability which is incurred but not paid.

#### g) Details of excess CSR expenditure under Section 135(5) of the Act

(₹ in lakhs)

For the year ended	Opening Balance*	Amount required to be spent during the year	Amount spent during the year	Closing Balance <sup>§</sup>
31.03.2024	5.31	757.34	757.43	5.40
31.03.2023	9.41	578.76	574.66	5.31

\* The excess CSR amount of the previous year has been utilised first during the year as approved by the board.

§ The board has approved to carryforward the excess CSR expenditure for set off in succeeding years, as permitted under act.

## Notes to the Consolidated Financial Statements

### 44. DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND-AS) 33 "EARNINGS PER SHARE"

(₹ Per Share)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
(a) Basic earnings per share	17.06	13.97
(b) Diluted earnings per share	17.06	13.97

#### Basic/diluted earnings per share

The earnings and weighted average number of equity shares used in the calculation of basic/diluted earnings per share are as follows:

(₹ in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Profit after tax for the year attributable to the equity share holders of the Holding Company	33,792.50	27,677.67
Weighted average number of equity shares used in the calculation of basic / diluted earnings per share	198,054,340	198,054,340

### 45A. Business Combination in Previous year

(i) The Hon'ble National Company Law Tribunal (NCLT), Mumbai bench vide its order dated October 3, 2022 approved the scheme of amalgamation of Pranavadiya Spinning Mills Limited (PSML) (Transferor Company) with Indo Count Industries Limited (the Holding Company) under section 230-232 of the Companies Act, 2013. Thereafter, the certified copy of the said order was filed with Registrar of Companies and the effective date of the amalgamation is October 20, 2022 while the Appointed Date for the amalgamation is October 1, 2020. Both the entities have the similar nature of business and they mainly deals in Textiles.

To give effect of the approved Scheme, the Group in the previous year, inter alia, accounted for:

- Amalgamation of PSML, a subsidiary of the Holding Company under common control, using 'the pooling of interest method', as per (Ind AS 103 – Business Combination). The assets, liabilities and reserves of erstwhile Pranavadiya Spinning Mills Limited (PSML) have been taken over at book value.
- Elimination of inter-company transactions, including cancellation of 14,341,280 (nos.) Equity Shares of face value of ₹10 each held by the Company in PSML.

Accordingly, the Consolidated Financial statements were restated from the beginning of the preceding period presented i.e. April 1, 2021. The net difference between the consideration and the value of net identifiable assets acquired was ₹388.01 lakhs.

(ii) Further, pursuant to the scheme, 654,670 Equity Shares of the Holding Company having face value of ₹2/- each are allotted to the shareholders of Transferor Company, in the swap ratio of 2:15, and the listing and trading permission for the same has been received.

#### b) Business combinations in the previous year

The Group had successfully completed the acquisition of Home Textile Business of GHCL Limited ("GHCL") including its manufacturing facility at Bhilad (Vapi), Gujarat, on a going concern basis, by way of a slump sale, on April 2, 2022 in accordance with the terms of Business Transfer Agreement ("BTA") dated December 6, 2021 as amended. The asset price allocation is done on the basis of valuation report provided by the Registered Valuer as approved by management.

#### (i) Summary of acquisition

Indo Count Industries Limited (ICIL) (acquirer), the Holding Company entered into a business transfer agreement with GHCL Limited (seller) to acquire GHCL's home textile (HT) business. The HT business had a fully operational

## Notes to the Consolidated Financial Statements

manufacturing facility of 45 million metres annually. The plant is located at Vapi in Gujarat. ICIL has acquired home textile business of GHCL on slump sale basis for an aggregate consideration of ₹56,230 lakhs. The Business Transfer Agreement (BTA) between ICIL and GHCL was signed on 07 December 2021 and an amendment agreement was signed on 30 March 2022. The effective date of acquisition was 02 April 2022. Post the acquisition, the said plant has become an integral part of the business of the Holding Company and entire operation of the Holding Company (along with the said plant) is considered as one CGU. Accordingly, revenue and profit or loss of the said plant since the acquisition date can not be measured separately.

Details of the purchase consideration, the net assets acquired and capital reserve are as follows:

Purchase consideration	(₹ in lakhs)
Cash paid	56,230.00
Equity shares issued	-
<b>Total purchase consideration</b>	<b>56,230.00</b>

Particular of Assets and Liabilities acquired	Fair value
<b>Assets</b>	
Land	10,820.00
Building	5,000.00
Plant & Machinery	18,020.00
Office equipment	30.00
Electrification equipment	260.00
Furnitures & Fixures	200.00
Computer	90.00
Vehicles	20.00
Softwares	40.00
Loans	50.00
Inventories	13,940.00
Other current assets	1,280.00
Other current financial assets	360.00
Trade receivables	13,618.19
Cash margins	1,850.00
<b>Liabilities</b>	
Trade payables	(6,230.00)
Short term provisions	(550.00)
Other financial liabilities	(10.00)
Borrowings	(1,790.00)
Other contract liabilities	(120.00)
Interest	(60.00)
Other current liabilities	(110.00)
<b>Net identifiable assets acquired</b>	<b>56,708.19</b>

## Notes to the Consolidated Financial Statements

Calculation of Capital reserve	(₹ in lakhs)
Consideration transferred	56,230.00
Less: Net identifiable assets acquired	(56,708.19)
Capital Reserve	(478.19)

There were no acquisitions in the year ended 31 March 2024.

(ii) Significant judgement:

(1) Fair valuation of Property, Plant and Equipment, Land and Building

The fair valuation of land, property plant and equipment and Building is carried out by the registered valuer which is a significant judgement with respect to fair valuation of land, property plant and equipment and Building for purchase price allocation.

(2) Acquired receivables

The fair value of acquired trade receivables is ₹13,618.19 lakhs netoff a loss allowance of ₹40.00 lakhs.

(iii) Purchase consideration

Cash outflow	(₹ in lakhs)	
Outflow of cash to acquire subsidiaries, net of cash acquired	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Cash consideration	-	56,230
Less: Balances acquired	-	-
Cash	-	1,850
Bank overdraft	-	(1,790)
Net outflow of cash investing activities	-	56,170.00

Acquisition-related costs

Acquisition-related costs of ₹22.00 lakhs that were not directly attributable to the issue of shares are included in other expenses in the statement of profit and loss of previous year and in operating cash flows in the statement of cash flows of previous year .

Amounts recognized in other comprehensive income is Nil.

There were certain job work related transaction with GHCL prior to acquisition, however same was not material considering long term view of relationship.

## Notes to the Consolidated Financial Statements

(iv) Other Notes pertaining to Indo Count Global Inc., USA (ICGI), wholly owned subsidiary of the Holding Company included in their Financial Statements:

### Asset Acquisition:

The assets acquired are as follows:

Particulars	(Amount in ₹)
Inventories	2,326.83
Intangible	1,136.89
Fair market value of assets acquired	3,463.72

Under the acquisition method of accounting, the aggregate purchase price was allocated to the net tangible assets acquired based upon their fair values on the acquisition date. The ICGI engaged a third-party valuation specialist to assist in the valuation of the assets.

**45B. During the current year, the Group has reclassified/regrouped certain previous year figures for better presentation and in compliance with Indian Accounting Standards as under and are not considered material.**

(₹ in lakhs)

Particulars	Balances as at 31 <sup>st</sup> March, 2023 (Reported)	Balances as at 31 <sup>st</sup> March, 2023 (after Reclassification/Regrouping)
<b>Property, Plant and Equipment</b>		
-Furniture and Fixture	684.03	1,351.40
Right of use		
-Building	4,173.86	3,506.50
	<b>4,857.89</b>	<b>4,857.90</b>
<b>Capital Work-In-Progress</b>	17,956.16	17,079.79
Intangible Assets under Development	355.15	1,231.51
	<b>18,311.31</b>	<b>18,311.31</b>
<b>Trade receivables</b>	<b>40,888.93</b>	<b>39,699.57</b>
<b>Total (Part of Non-Current Assets)</b>	<b>64,058.13</b>	<b>62,868.78</b>
<b>Other Current Financial Assets</b>		
-Others	502.84	200.20
Less Allowances	(302.64)	-
	<b>200.20</b>	<b>200.20</b>
<b>Other Current Assets</b>		
-Others	478.71	781.35
Less Allowances	(770.14)	(1,072.78)
	<b>(291.43)</b>	<b>(291.43)</b>
<b>Total (Part of Current Assets)</b>	<b>(91.23)</b>	<b>(91.23)</b>
<b>Trade Payables</b>		
- Micro & Small Enterprises	4,418.29	4,127.20
- Other than Micro & Small Enterprises	18,078.20	17,169.22
	<b>22,496.49</b>	<b>21,296.42</b>

## Notes to the Consolidated Financial Statements

(₹ in lakhs)

Particulars	Balances as at 31 <sup>st</sup> March, 2023 (Reported)	Balances as at 31 <sup>st</sup> March, 2023 (after Reclassification/Regrouping)
<b>Other Current Financial Liabilities</b>		
-Capital Creditors	-	1,200.06
-Contractual liability	1,612.72	423.36
	<b>1,612.72</b>	<b>1,623.42</b>
<b>Total (Part of Current Liabilities)</b>	<b>24,109.21</b>	<b>22,919.84</b>
<b>Depreciation</b>		
-Property, Plant and Equipment	5,440.71	5,509.68
-Right of Use	810.33	741.36
<b>Total (Part of Expenses)</b>	<b>6,251.04</b>	<b>6,251.04</b>
Cash Flow Reclassification		
Cash Flow from Operating activities	76,700.07	75,500.01
Cash Flow from Investing activities	(48,582.06)	(47,382.00)

46. During the year, the Group has accrued a grant of ₹3,503.70 lakhs (previous year NIL). The Group has amortised the grant based on useful life of the plant and machinery and recognised income for current year of ₹686.27 lakhs (previous year ₹46.22 lakhs) under other income (Refer Note No. 32). The balance amount of grant is shown as "Deferred Government Grants related to Property, Plant & Equipment" in non-current liability ₹3,487.33 lakhs (previous year ₹810.05 lakhs) (Refer Note 24) and other current liability of ₹186.37 lakhs (previous year ₹46.22 lakhs) (Refer Note 28). The Group doesn't have any unfulfilled conditions and other contingencies attaching to same.

### 47. DISCLOSURES AS REQUIRED BY INDIAN ACCOUNTING STANDARD (IND-AS) 19 "EMPLOYEE BENEFITS"

#### Defined Contribution Plans:

Amount of ₹1,296.78 lakhs (previous year ₹1,158.11 lakhs) is recognised as an expense and included in Employee Benefits Expense under the following defined contribution plans (Refer Note 35):

(₹ in lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
<b>Benefits:</b>		
Provident Fund	1,060.92	1,019.18
Contribution to 401K Plan	140.71	96.60
Employee State Insurance Scheme	93.59	40.78
Labour Welfare Scheme	1.56	1.55
<b>TOTAL</b>	<b>1,296.78</b>	<b>1,158.11</b>

#### Defined contribution plans

Provident Fund: The Group makes contribution to respective regional provident fund commissioners in relation to the workers/ employees employed at various location of the Group (as applicable). The Group recognises such contributions as an expense when incurred. The Group has no further contractual or constructive obligations beyond its yearly contribution.

Employee State Insurance Scheme: The Group makes contribution towards Employees State Insurance scheme operated by ESIC Corporation (as applicable). The contributions payable to these plans by the Group are at rates specified in the rules of the scheme. The Group recognises such contributions as an expense when incurred. The Group has no further contractual or constructive obligations beyond its yearly contribution.



## Notes to the Consolidated Financial Statements

Labour Welfare Scheme: The Group makes contribution to state government in relation to labour employed at various location of the Group (as applicable). The Group recognises such contributions as an expense when incurred. The Group has no further contractual or constructive obligations beyond its yearly contribution.

### Defined Benefit Plans:

#### Gratuity

The Group provides for gratuity, a defined benefit retirement plan covering eligible employees. The said plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount as per Payment of Gratuity Act, 1972.

#### Risk exposure to defined benefit plans

The plans typically expose the Group to actuarial risks such as: asset volatility, interest rate risk, longevity risk and salary risk as described below:

#### Asset volatility

The present value of the defined benefit plan liability is calculated using a discount rate which is determined by reference to market yields at the end of the reporting period on Indian government securities; if the return on plan asset is below this rate, it will create a plan deficit.

#### Interest risk

A decrease in the bond interest rate will increase the plan liability; however, this will be partially offset by an increase in the return on the plan's debt investments.

#### Longevity risk

The present value of the defined benefit plan liability is calculated by reference to the best estimate of the mortality of plan participants both during and after their employment. An increase in the life expectancy of the plan participants will increase the plan's liability.

#### Salary risk

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. As such, an increase in the salary of the plan participants will increase the plan's liability.

The most recent actuarial valuation of the defined benefit obligation was carried out at March 31, 2024. The present value of the defined benefit obligation, and the related current service cost and past service cost, were measured using the projected unit credit method.

## Notes to the Consolidated Financial Statements

(₹ in lakhs)

Sr. No.	Particulars	GRATUITY	
		2023-24 (funded)	2022-23 (funded)
<b>I</b>	<b>Change in Present Value of Defined Benefit Obligation during the Year</b>		
1	Present Value of Defined Benefit Obligation at the beginning of the Year	2,995.77	2,162.17
2	Interest Cost	212.09	147.19
3	Current Service Cost	269.26	175.07
4	Past Service Cost	-	-
5	Liability Transfer from other Company	-	-
6	Liability Transferred out / Divestment	-	461.82
7	Benefits Paid Directly by Employer	-	-
8	Benefits Paid	(210.47)	(119.41)
9	Actuarial Changes Arising from Changes in Demographic Assumptions	-	-
10	Actuarial Changes Arising from Changes in Financial Assumptions	361.61	(73.79)
11	Actuarial Changes Arising from Changes in Experience Adjustments	84.39	242.72
12	Present Value of Defined Benefit Obligation at the end of the Year	3,712.66	2,995.77
<b>II</b>	<b>Change in Fair Value of Plan Assets during the Year</b>		
1	Fair Value of Plan Assets at the beginning of the Year	2,077.66	1,943.54
2	Interest Income	156.24	140.32
3	Contributions Paid by the Employer	488.80	90.34
4	Benefits Paid from the Fund	(210.47)	(119.41)
5	Assets Transferred Out / Divestments	-	25.94
6	Return on plan assets, excluding amounts included in interest income	-	-
7	Actuarial Losses / (Gains)	(0.12)	(3.07)
8	Fair Value of Plan Assets at the end of the Year	2,512.11	2,077.66
<b>III</b>	<b>Net Asset / (Liability) recognised in the Balance Sheet</b>		
1	Present Value of Defined Benefit Obligation at the end of the Year	3,712.66	2,995.78
2	Fair Value of Plan Assets at the end of the Year	2,512.12	2,077.66
3	Amount recognised in the Balance Sheet	1,200.54	918.12
4	Net (Liability) / Asset - Current	-	-
5	Net (Liability) / Asset - Non-Current	(1,200.54)	(918.12)
<b>IV</b>	<b>Expenses recognised in the Statement of Profit and Loss for the Year</b>		
1	Current service Cost*	269.26	175.07
2	Interest Cost on Benefit Obligation (Net)**	55.85	6.87
3	Actuarial Changes Arising from Changes in Demographic Assumptions	-	-
4	Actuarial Changes Arising from Changes in Financial Assumptions	-	-
5	Actuarial Changes Arising from Changes in Experience Adjustments	-	-
6	Return on Plan Assets excluding amount included in 'Net Interest on net Defined Liability / (Asset)' above	-	-
7	Adjustment in relation to gratuity expenses	-	5.95
8	Total Expenses included in Employee Benefits Expense	325.11	187.89

## Notes to the Consolidated Financial Statements

(₹ in lakhs)

Sr. No.	Particulars	GRATUITY	
		2023-24 (funded)	2022-23 (funded)
<b>V</b>	<b>Recognised in Other Comprehensive Income for the Year</b>		
1	Actuarial Changes Arising from Changes in Demographic Assumptions	-	-
2	Actuarial Changes Arising from Changes in Financial Assumptions	361.61	(73.79)
3	Actuarial Changes Arising from Changes in Experience Adjustments	84.39	242.72
4	Return on Plan Assets excluding Interest Income	0.12	3.07
5	Recognised in Other Comprehensive Income	446.12	172.00
<b>VI</b>	<b>Expected Maturity Profile of undiscounted Defined Benefit Obligation</b>		
1	Within the next 12 Months (Next Annual Reporting Period)	383.66	350.92
2	Between 2 and 5 Years	1,099.56	832.09
3	Between 6 and 10 Years	1,830.96	1,549.17
4	Above 10 years	4,368.28	3,584.08
<b>VII</b>	<b>Quantitative Sensitivity Analysis for Significant Assumption is as below:</b>		
	Present Value of Defined Benefits Obligation at the end of the Year		
(i)	One Percentage Point increase in Discount Rate	3,427.69	2,769.83
(ii)	One Percentage Point decrease in Discount Rate	4,039.06	3,253.81
(i)	One Percentage Point increase in Rate of Salary Increase	4,030.07	3,249.09
(ii)	One Percentage Point decrease in Rate of Salary Increase	3,430.23	2,769.59

\* Recognised in Employee benefit expenses

\*\* Recognised in Finance Cost

Long Term Provisions (refer Note 22) include non-funded Gratuity liability of ₹5.11 lakhs (previous year ₹14.82 lakhs) related to a [Foreign Subsidiary].

### VIII The major categories of plan assets as a percentage of total

Particulars	Gratuity	
	2023-24	2022-23
Insurer Managed Funds	100%	100%

### IX Actuarial Assumptions

Particulars	Gratuity (funded)	
	2023-24	2022-23
Discount Rate	7.22% p.a.	7.52% p.a.
Expected Return on Plan Assets	7.22% p.a.	7.22% p.a.
Salary Escalation	6.00% p.a.	5.00% p.a.
Mortality Rate during employment	Indian Assured Lives Mortality (2012-14)	Indian Assured Lives Mortality (2012-14)

(i) Discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of the obligations for Holding Company.

(ii) The salary escalation rate is arrived after taking into consideration the seniority, the promotion and other relevant factors, such as, demand and supply in employment market.

## Notes to the Consolidated Financial Statements

### Sensitivity analysis method

The sensitivity analysis presented above may not be representative of the actual change in the defined benefit obligation as it is unlikely that the change in assumption would occur in isolation of one another as some of the assumption may be correlated. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years and same data, method and assumptions have been used in preparing the sensitivity analysis which are used to determine period end defined benefit obligation.

### Expected contribution to the defined benefit plan for the next annual reporting period :

Contribution expected to be paid for the Plan of the Group during the year ended March 31, 2025 - ₹695.64 lakhs (Previous year ₹196.06 lakhs)

Weighted Average duration of the Plan is 12.88 years (previous year 12.64 years).

### 48. DETAILS OF CAPITAL EXPENDITURE INCURRED DURING THE YEAR FOR RESEARCH AND DEVELOPMENT

(₹ in Lakhs)

Particulars	For the year ended 31 <sup>st</sup> March, 2024	For the year ended 31 <sup>st</sup> March, 2023
Plant and Machinery	10.93	45.48
<b>TOTAL</b>	<b>10.93</b>	<b>45.48</b>

### 49. FINANCIAL INSTRUMENTS - ACCOUNTING CLASSIFICATIONS AND FAIR VALUE MEASUREMENTS

#### I. Fair value measurement

(₹ in Lakhs)

Particulars	Carrying amount	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>Financial Assets at Amortised Cost:</b>		
Trade Receivables	52,806.73	39,699.56
Other non current financial assets (Security deposit)	717.95	574.44
Other current financial assets	915.93	813.85
Cash and bank balance	10,317.01	10,798.11
<b>Total</b>	<b>64,757.62</b>	<b>51,885.96</b>
<b>Financial Assets at Fair Value through Profit and Loss:</b>		
Investments	13,267.11	14,349.25
Derivative Instruments	372.13	-
<b>Total</b>	<b>13,639.24</b>	<b>14,349.25</b>
<b>Financial Assets at Fair Value through Other Comprehensive Income:</b>		
Derivative Instruments	(165.34)	-
<b>Total</b>	<b>(165.34)</b>	<b>-</b>
<b>Financial Liabilities at Amortised Cost:</b>		
Non-Current Borrowings	13,566.23	19,842.54
Current Borrowings	77,842.31	64,245.52
Trade Payables	30,823.66	21,296.42
Other Financial Liabilities (Current)	6,127.91	4,455.10
<b>Total</b>	<b>128,360.11</b>	<b>109,839.58</b>
<b>Financial Liabilities at Fair Value through Profit and Loss:</b>		
-Derivative instruments	-	494.85
<b>Total</b>	<b>-</b>	<b>494.85</b>
<b>Financial Liabilities at Fair Value through Other Comprehensive Income:</b>		
-Derivative instruments	-	591.97
<b>Total</b>	<b>-</b>	<b>591.97</b>

## Notes to the Consolidated Financial Statements

### II. Assets and liabilities which are measured at amortised cost for which fair values are disclosed

Fair value of cash and short-term deposits, security deposits, trade receivables, Loans and other current financial assets, trade payables, other current financial liabilities, short term loans from banks and other financial institutions approximate their carrying amounts largely due to the short-term maturities of these instruments. Carrying value of borrowings is approximately same to the fair value as the borrowings has been taken at floating rates.

(₹ In Lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024		As at 31 <sup>st</sup> March, 2023	
	Fair value	Carrying value	Fair value	Carrying value
<b>Current financial liabilities</b>				
Borrowings	77,842.31	77,842.31	64,245.52	64,245.52
<b>Non Current financial liabilities</b>				
Borrowings	13,566.23	13,566.23	19,842.54	19,842.54

### III. Assets and liabilities which are measured at FVPL or FVOCI

This note provides information about how the Group determines fair values of various financial assets and financial liabilities measured at FVPL or FVOCI. Fair value of the Group's financial assets and financial liabilities are measured on a recurring basis.

The Group has made temporary investments in bonds, mutual funds and corporate deposits for short term business purposes, with the intent to liquidate these investments as needed for operational requirements.

Some of the Group's financial assets and financial liabilities are measured at fair value at the end of each reporting period. The following table gives information about how the fair values of these financial assets and financial liabilities are determined (in particular, the valuation technique(s) and inputs used).

The Group uses the following hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 : Quoted (unadjusted) prices in active markets for identical assets or liabilities.

Level 2 : Other techniques for which all inputs which have a significant effect on the recorded fair value are observable, either directly or indirectly.

Level 3 : Techniques which use inputs that have a significant effect on the recorded fair value that are not based on observable market data.

(₹ in lakhs)

Financial assets/ financial liabilities	Fair value		Fair value hierarchy	Valuation technique
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023		
<b>Financial Assets at Fair Value through Profit and Loss:</b>				
Investments	13,267.11	14,349.25	Level 1 and Level 2*	Level 1 - Based on NAV from mutual fund house and Level 2 - Quoted market price or dealer quotes for similar instruments.
Derivative Instruments	372.13	-	Level 2	Discounted Cash Flow: Future Cash Flows are estimated based on maturity converted at banker's closing rates and discounted at a rupee funding rate.

## Notes to the Consolidated Financial Statements

(₹ in lakhs)

Financial assets/ financial liabilities	Fair value		Fair value hierarchy	Valuation technique
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023		
<b>Total</b>	<b>13,639.24</b>	<b>14,349.25</b>		
<b>Financial Assets at Fair Value through Other Comprehensive Income:</b>				
Derivative Instruments	(165.34)	-	Level 2	Same as above
<b>Financial Liabilities at Fair Value through Profit and Loss:</b>				
-Derivative instruments	-	494.85	Level 2	Same as above
<b>Financial Liabilities at Fair Value through Other Comprehensive Income:</b>				
-Derivative instruments	-	591.97	Level 2	Same as above

During the periods mentioned above, there have been no transfers amongst the levels of hierarchy.

\*Level 1 comprises of investments in mutual funds amounting to ₹1,263.03 lakhs (previous year - ₹155.83 lakhs) and Level 2 comprises of investments in bonds and corporate deposits amounting to ₹12,004.08 lakhs (previous year - ₹14,193.42 lakhs).

### 50. FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Group's Corporate Treasury function provides services to the business, co-ordinates access to domestic and international financial markets, monitors and manages the financial risks relating to the operations of the Group. These risks include market risk (including currency risk, interest rate risk and equity security price risk), credit risk and liquidity risk.

#### Market Risk

The Group's seeks to minimise the effects of currency risk by using derivative and non derivative financial instruments to hedge risk exposures. The Group's has Risk Management Policies to mitigate the risks in commodity prices and foreign exchange. The use of financial derivatives is governed by the Group's policies approved by the Board of Directors (BOD), which provide principles to use financial derivatives and non-derivative financial instruments, to hedge currency risk and commodity price risk. The Group's does not enter into or trade financial instruments, including derivative financial instruments and non-derivative financial instruments for speculative purposes.

During the year, the Group has not taken any derivative contracts to hedge fluctuation in Commodity prices.

The periodical forex management report and commodity risk report as reviewed and approved by the management is placed before the Board of directors for review.

#### Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. In order to optimize the Group's position with regard to interest income and interest expense and to manage the interest rate risk, treasury performs a comprehensive corporate interest rate risk management by balancing the proportion of fixed rate and floating rate financial instruments in its total portfolio. Majority of the Group's borrowings are linked to variability in Bank MCLR rate, repo rate and T Bills.



## Notes to the Consolidated Financial Statements

According to the Group, interest rate risk exposure is only for floating rate borrowings. For floating rate liabilities, an analysis is prepared assuming the amount of liability outstanding at the end of the reporting period was outstanding for the whole year. Above 50 basis point increase or decrease is used when reporting interest rate risk internally to key management personnel and represents management's assessment of the reasonably possible change in interest rates.

### Exposure to Interest Rate Risks (₹ in lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Total Borrowings	91,408.54	84,088.06
% of Borrowings out of above bearing Variable Rate of Interest	96.72%	94.65%

### Interest Rate Sensitivity

A change of 50 bps in interest rates would have following impact on Profit before Tax: (₹ in lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
50 bps increase would decrease the Profit before Tax by	442.04	397.94
50 bps decrease would increase the Profit before Tax by	(442.04)	(397.94)

### Foreign Currency Risk

The Group operates internationally and portion of the business is transacted in multiple currencies and consequently the Group is exposed to foreign exchange risk through its sales in overseas and purchases from overseas suppliers in various foreign currencies.

Foreign currency exchange rate exposure is partly balanced by purchasing of goods, commodities and services in the respective currencies.

The Group evaluates exchange rate exposure arising from foreign currency transactions and the Group follows established risk management policies, including the use of derivatives like foreign exchange forward contracts to hedge exposure to foreign currency risk.

Particulars	USD	EUR	GBP	CHF	JPY	CAD	(₹ In lakhs)
	(in lakhs)	(in Lakhs)	(in Lakhs)	(in Lakhs)	(in Lakhs)	(in Lakhs)	
<b>Foreign Currency Balance as at 31 March, 2023</b>							
Trade and Other Receivables	365.75	5.43	0.08	0.07	-	-	34,183.44
Current Borrowings	(17.34)	-	-	-	-	-	(1,374.40)
Bank Balances	6.97	-	-	-	-	-	572.46
Trade and Other Payables	(31.61)	(0.14)	-	-	-	-	(2,606.92)
<b>Foreign Currency Balance as at 31 March, 2024</b>							
Trade and Other Receivables	490.72	0.71	0.09	0.05	15.20	-	41,010.08
Bank Balances	31.25	-	-	-	-	0.20	2,618.83
Trade and Other Payables	(18.72)	(0.18)	(0.01)	-	-	-	(1,581.13)

Receivables hedged against forward contracts - USD 405.00 lakhs (INR 33,896.16 lakhs) (Previous year USD 266.90 lakhs (INR 21,448.88 lakhs).

\* excluding inter-company balances.

## Notes to the Consolidated Financial Statements

### Forward Contracts

Foreign currency hedges taken by the Group against export trade receivables are as under:

Particulars	Number of Contracts	Foreign Currency in lakhs (USD)	(₹ in lakhs)	Buy / Sell
As at 31.03.2024	317	2,319.00	195,511.93	Sell
As at 31.03.2023	173	1,437.90	118,361.69	Sell

### Foreign Currency Sensitivity

5 % increase or decrease in foreign exchange rates will have the following impact on profit before tax: (₹ In lakhs)

Particulars	2023-24		2022-23	
	5 % Increase	5 % decrease	5 % Increase	5 % decrease
USD	565.85	(565.85)	635.83	(635.83)
EUR	3.99	(3.99)	24.90	(24.90)
GBP	0.53	(0.53)	0.38	(0.38)
CHF	0.25	(0.25)	0.29	(0.29)
JPY	0.42	(0.42)	-	-
CAD	0.61	(0.61)	-	-
<b>INCREASE / (DECREASE) IN PROFIT AND LOSS</b>	<b>571.65</b>	<b>(571.65)</b>	<b>661.40</b>	<b>(661.40)</b>

### Market Risk - Price Risk

#### Exposure

The Group's exposure to securities' price risk arises from investments held by the Group and classified in the Balance Sheet at fair value. To manage its price risk arising from investments in securities, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

#### Credit Risk

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Group periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends, and analysis of historical bad debts and ageing of accounts receivables. Individual risk limits are set accordingly.

#### Expected credit loss on financial assets:

##### Cash and cash equivalent (including term deposits with Banks) and Investments.

The Group is having balances in cash and cash equivalents, term deposits with banks which are nationalised and scheduled banks having high credit rating. Further, investments are made in reputed institutions/funds houses/banks and having high credit ratings. At each reporting date management assesses if there are any risk involved on account of adverse credit ratings, media events, regulator such as RBI updates on the bank etc. considering its assessment, these balances are considered to have low credit risk of default.

#### Trade Receivables

Credit Risk arises from the possibility that the counter party may not be able to settle their obligations as agreed. To manage this, the Group periodically assesses the financial reliability of customers taking into account the financial condition, current economic trends, credit rating analysis of major customers and analysis of historical bad-debts and ageing of trade receivables. The Group has customers with capacity to meet the obligations and do not believe that there are any particular customer or group of customers that would subject to any significant credit risks in the collection of trade receivable.

## Notes to the Consolidated Financial Statements

Based on management assessment, trade receivable are collectible in full considering analysis of customer credit risk. Further, the historical default rate is minimal. For trade receivables, the Group applies the simplified approach permitted by Ind AS 109 Financial Instrument, which requires expected lifetime losses to be recognised from initial recognition of the receivables. Based on the assessment considering historical default, ageing of trade receivables, the future market conditions and macro environment of business not being adverse/ negative, the expected credit loss, if any, during the reporting period in respect of trade receivable is not material and hence, no impairment loss has been recognised.

Moreover the default, if any, of export receivables are covered by Export Credit Guarantee Corporation of India (ECGC).

### Other financial assets:

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost. When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Group's historical experience and informed credit assessment and including forward looking information.

### Concentration risk

#### a) Information about Major Customers

Revenue arising from following customers contributing to more than 10% of the revenue individually (in any reporting period):

Particulars	₹ in lakhs	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Customer 1	66,287.08	36,999.64
Customer 2	@	36,776.57
Customer 3	53,488.39	@

@ not contributing more than 10% in the respective year

#### b) Information about Major Receivables

Receivables outstanding from following customers contributing to more than 10% of total receivables individually (in any of the reporting period):

Particulars	₹ in lakhs	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Customer 1	@	6,661.87
Customer 2	8,371.14	@
Customer 3	5,527.57	@

@ not contributing more than 10% in the respective year

## Notes to the Consolidated Financial Statements

### Exposure to Credit Risk

(₹ in lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
<b>Financial Assets for which loss allowance is measured using 12-months' Expected Credit Losses (ECL)</b>		
Non-Current Financial Assets	717.95	574.44
Cash and Bank Balances	9,529.37	9,410.33
Bank Deposits	787.64	1,387.78
Current Financial Assets	915.93	813.85

Financial assets for which loss allowance is measured using Life time Expected Credit Losses (ECL)

(₹ in lakhs)

Particulars	As at	As at
	31 <sup>st</sup> March, 2024	31 <sup>st</sup> March, 2023
Trade Receivables	52,806.73	39,699.56

(₹ in lakhs)

Particulars	Trade Receivables	Expected Credit Loss %	Expected Credit Loss
<b>As at 31.03.2024</b>			
Not Due	44,580.62	-	-
0-30 Days	5,903.68	-	-
31-60 Days	1,241.10	-	-
61-90 Days	541.55	-	-
91-120 Days	438.32	-	-
More than 120 Days	101.46	-	-
	<b>52,806.73</b>	-	-
<b>As at 31.03.2023</b>			
Not Due	32,768.38	-	-
0-30 Days	3,676.83	-	-
31-60 Days	1,430.46	-	-
61-90 Days	900.56	-	-
91-120 Days	845.05	-	-
More than 120 Days	78.28	-	-
	<b>39,699.56</b>	-	-

### Liquidity Risk

Liquidity risk is defined as the risk that the Group will not be able to settle or meet its obligations on time or at a reasonable price. The Group's treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management. Management monitors the Group's net liquidity position through rolling forecasts on the basis of expected cash flows. The Group manages liquidity risk by maintaining adequate reserves, banking facilities and reserve borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of the financial assets and liabilities.

## Notes to the Consolidated Financial Statements

### Maturity Profile of Financial Liabilities

The table below provides details regarding the remaining contractual maturities of financial liabilities at the reporting date based on contractual undiscounted payments:

(₹ in lakhs)

Particulars	Less than 6 months	6-12 months	between 1-2 years	between 2-5 years	Over 5 Years	Total	Carrying Value
<b>As at 31-03-2024</b>							
Lease Liability (Non Current)	-	-	1,259.53	1,980.56	-	3,240.09	3,164.53
Lease Liability (Current)	611.70	853.59	-	-	-	1,465.29	1,019.97
Long Term Borrowings	3,189.24	2,751.75	7,034.74	6,531.49	-	19,507.22	19,507.22
Short Term Borrowings	71,901.32	-	-	-	-	71,901.32	71,901.32
Trade Payables	30,823.66	-	-	-	-	30,823.66	30,823.66
Other Current Financial Liabilities	6,127.91	-	-	-	-	6,127.91	6,127.91

(₹ in lakhs)

Particulars	Less than 6 months	6-12 months	between 1-2 years	between 2-5 years	Over 5 Years	Total	Carrying Value
<b>As at 31-03-2023</b>							
Lease Liability (Non Current)	-	-	1,088.17	1,506.93	281.70	2,876.80	2,406.68
Lease Liability (Current)	530.67	488.95	-	-	-	1,019.62	1,137.61
Long Term Borrowings	2,318.34	2,315.81	5,152.62	14,042.73	647.21	24,476.71	24,476.71
Short Term Borrowings	59,611.35	-	-	-	-	59,611.35	59,611.35
Trade Payables	21,296.42	-	-	-	-	21,296.42	21,296.42
Other Current Financial Liabilities	5,541.92	-	-	-	-	5,541.92	5,541.92

The amount of unused borrowing facilities (fund and non-fund based) available for future operating activities and to settle commitments is ₹54,099 lakhs as at March 31, 2024 (₹80,519 Lakhs as at March 31, 2023).

### Derivative Financial instruments

The Group has adopted a Risk Management policy approved by the Board of Directors of the Group for managing foreign currency exposure. The policy enumerates the mechanism for Risk Identification, Risk Measurement and Risk Monitoring. The policy has approved a set of financial instruments for hedging foreign currency risk. The Group mainly uses forward contracts to manage the foreign currency risk.

(a) The Group has designated following forward contracts as cash flow hedges which are outstanding as under:

Outstanding Contracts	Foreign Currency (FC in Lakhs)		Nominal amounts (₹ In Lakhs)		Change in fair value assets/ (liabilities) (₹ in Lakhs)	
	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Sell USD/INR						
Less than 12 months	1,449.00	917.90	122,094.63	74,932.35	188.84	(1,121.27)
More than 12 months	85.00	-	7,192.60	-	(34.09)	-

he line item in the balance sheet that include the above instruments are "Other Financial Assets" and "Other financial Liabilities"

## Notes to the Consolidated Financial Statements

(b) The effect of cash flow hedge in the statement of profit and loss and other comprehensive income is as follow:

(₹ in Lakhs)

Risk hedged	Change in the value of hedging instrument recognised in other comprehensive income *	Hedges ineffectiveness recognised in profit and (loss)/gain	Amount reclassified from cash flow hedging reserve to statement of profit and (loss) / gain	Line item affected in statement of profit and loss because of the reclassification
<b>Foreign exchange risk</b>				
March 31, 2024	722.86	-	41.44	Revenue
March 31, 2023	(1,888.94)	-	(529.30)	Revenue

\* net off the amount reclassified to statement of profit and loss

(c) Disclosure of effects of hedge accounting on financial position:

(₹ in Lakhs)

	Nominal value - Liabilities	Carrying Value - Liabilities#	Maturity date	Hedge ratio	Weighted average strike rate for outstanding hedging instruments	Change in intrinsic value of outstanding hedging instruments since inception of the hedge#	Change in the value of hedged item used to determine hedge ineffectiveness
<b>FY 2023-24</b>							
<b>Cash flow hedge</b>							
Foreign exchange risk							
(i) Foreign exchange forward contracts	1,129.00	84.79	April 2024 - May 2025	1:1	84.28	84.79	-
(ii) Foreign currency options	785.00	38.94	July 2024 - April 2025	1:1	*	38.94	-
<b>FY 2022-23</b>							
<b>Cash flow hedge</b>							
Foreign exchange risk							
(i) Foreign exchange forward contracts	651.00	(442.98)	April 2023 - March 2024	1:1	81.63	(442.98)	-
(ii) Foreign currency options	520.00	25.78	July 2023 - March 2024	1:1	*	25.78	-

\* this is based on various combinations and conditions, hence, weighted average cannot be determined

#amount is computed post taking tax impact.



## Notes to the Consolidated Financial Statements

### Movements in cash flow hedging reserve and costs of hedging reserve

(₹ in lakhs)

Derivative instruments	Foreign exchange forward contracts	Foreign currency options	Total
<b>(i) Cash flow hedging reserve</b>			
<b>As at 1 April 2022</b>	<b>996.32</b>	<b>-</b>	<b>996.32</b>
Add: Changes in discounted spot element of foreign exchange forward contracts	(2,443.65)	-	(2,443.65)
Add: Changes in intrinsic value of foreign currency options	-	34.45	34.45
Less: Amounts reclassified to profit or loss	520.30	-	520.30
Less: Deferred tax relating to above (net)	484.05	(8.67)	475.38
<b>As at 31 March 2023</b>	<b>(442.98)</b>	<b>25.78</b>	<b>(417.20)</b>
Add: Changes in discounted spot element of foreign exchange forward contracts	746.74	-	746.74
Add: Changes in intrinsic value of foreign currency options	-	52.04	52.04
Less: Amounts reclassified to profit or loss	(41.44)	(34.45)	(75.89)
Less: Deferred tax relating to above (net)	(177.51)	(4.43)	(181.94)
<b>As at 31 March 2024</b>	<b>84.81</b>	<b>38.94</b>	<b>123.75</b>

### 51A Capital Management

#### Risk management

The Group manages its capital to ensure that the Group will be able to continue as a going concern while maximising the return to shareholders through the optimisation of the debt and equity. The Group sets the amount of capital in proportion to its overall financing structure, i.e. equity and financial liabilities. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets.

The Group's objectives when managing capital are to:

- safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and
- Maintain an optimal capital structure to reduce the cost of capital.

Consistent with others in the industry, the group monitors capital on the basis of the following gearing ratio:

Net Debt (total borrowings and lease liabilities net of cash and cash equivalents) divided by total 'equity' (as shown in the balance sheet)

The Group is not subject to any externally imposed capital requirements.

## Notes to the Consolidated Financial Statements

### Gearing ratio

The gearing ratio at end of the reporting period is as follows.

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
<b>A Debt *</b>	95,853.88	87,757.75
<b>B Cash and cash equivalents</b>	9,255.63	9,165.72
<b>C Net debt (A-B)</b>	<b>86,598.25</b>	<b>78,592.03</b>
<b>D Total equity</b>	<b>208,906.57</b>	<b>179,269.59</b>
<b>Net Debt to equity ratio (C / D)</b>	<b>0.41</b>	<b>0.44</b>

\* Debt is defined as Non - Current and Current borrowings, as described in Notes 21 and 25 and includes interest accrued thereon as per Note 27 and lease liabilities as per Note 40.

### Loan covenants

Under the terms of the major borrowing facilities, the Group has complied with the applicable financial covenants throughout the current and previous year.

### 51B. NET DEBT RECONCILIATION

(₹ in lakhs)

Particulars	As at 31 <sup>st</sup> March, 2024	As at 31 <sup>st</sup> March, 2023
Cash and Cash Equivalents	9,255.63	9,165.72
Non-Current Borrowings (including Current Maturities)	(19,507.22)	(24,476.71)
Current Borrowings	(71,901.32)	(59,611.35)
Lease Liabilities	(4,184.50)	(3,544.29)
Interest Accrued but not Due	(260.84)	(125.40)
<b>NET DEBT</b>	<b>(86,598.25)</b>	<b>(78,592.03)</b>

(₹ in lakhs)

Particulars	Cash and Cash Equivalents	Non Current Borrowings (including Current Maturities)	Current Borrowings and interest accrued but not due	Lease Liabilities	Total
<b>As at 31.03.2023</b>					
Opening Net Debt (01.04.2022)	38,488.74	(11,341.54)	(118,973.89)	(1,793.32)	(93,620.01)
Cash Flows	(29,323.02)	(13,135.17)	59,193.23	1,153.35	17,888.39
New Leases	-	-	-	(2,904.32)	(2,904.32)
Finance Cost	-	(847.90)	(4,311.33)	131.03	(5,028.20)
Interest Paid	-	847.90	4,355.24	(131.03)	5,072.11
<b>CLOSING NET DEBT (31.03.2023)</b>	<b>9,165.72</b>	<b>(24,476.71)</b>	<b>(59,736.75)</b>	<b>(3,544.29)</b>	<b>(78,592.03)</b>
<b>As at 31.03.2024</b>					
Opening Net Debt (01.04.2023)	9,165.72	(24,476.71)	(59,736.75)	(3,544.29)	(78,592.03)
Cash Flows	89.91	4,969.49	(12,289.98)	1,245.09	(5,985.49)
New Leases	-	-	-	(1,885.30)	(1,885.30)
Finance Cost	-	(1,730.34)	(4,503.85)	185.49	(6,048.70)
Interest Paid	-	1,730.34	4,368.42	(185.49)	5,913.27
<b>CLOSING NET DEBT (31.03.2024)</b>	<b>9,255.63</b>	<b>(19,507.22)</b>	<b>(72,162.16)</b>	<b>(4,184.50)</b>	<b>(86,598.25)</b>

## Notes to the Consolidated Financial Statements

52 Other Notes pertaining to Indo Count Global Inc., USA (ICGI), wholly owned subsidiary of the Holding Company included in their Financial Statements:

**a) Factoring Arrangement:**

The ICGI has a factoring agreement with a financial institution where the ICGI sells approved accounts without recourse. The agreement also provides for a line of credit for advances based on a formula as defined in the agreement not to exceed ₹11,676.70 lakhs with a restricted cash collateral deposit of ₹417.03 lakhs. The interest is accrued on the loan at rates based on the daily Prime Rate in effect on the last day of each month (3.25% minimum), less 0.50%. The financial institution has been given a security interest in substantially all the ICGI's assets.

There is a guarantee by the Holding Company amounting to ₹5,421.33 Lakhs (Previous year ₹5,341.05 Lakhs) as per the agreement. The guaranteed amount as of both March 31, 2024, and 2023 is ₹5,421.33 Lakhs and ₹5,341.05 Lakhs respectively, including expenses of collection in an amount equal to 30% of the guaranteed amounts (the 'Maximum Guarantee Amount') plus interest and reasonable attorneys' fees. The agreement contains certain restrictive covenants.

**b)** The ICGI's largest customer filed for bankruptcy protection on April 23, 2023. The ICGI received approximately ₹3,111.19 lakhs of payments during the 90-day period immediately preceding the bankruptcy filing date. The Company believes that they have good defenses to any potential preference payment actions taken by the bankruptcy estate. Therefore, the ICGI has not recorded any adjustments relating to this matter.

### 53. ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO DIVISION II TO SCHEDULE III TO THE COMPANIES ACT, 2013

As at 31<sup>st</sup> March, 2024

Name of the entity in Consolidated Financial Statements of Indo Count Industries Limited, its subsidiary companies (together 'Group')	Net Assets i.e. Total Assets- Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
	As a % of Consolidated Net Assets	Amount (₹ in Lakhs)	As % of Consolidated Profit or Loss	Amount (₹ in Lakhs)	As a % of Consolidated OCI	Amount (₹ in Lakhs)	As % of Consolidated TCI	Amount (₹ in Lakhs)
<b>Parent</b>								
Indo Count Industries Limited	98.01%	204,743.75	94.79%	32,030.28	-106.51%	207.09	95.95%	32,237.37
<b>Subsidiaries</b>								
<b>Foreign</b>								
Indo Count Global Inc., (USA)	2.78%	5,806.66	3.08%	1,039.40	179.12%	(348.28)	2.06%	691.12
Indo Count UK Ltd., (United Kingdom)	0.22%	454.06	0.63%	211.73	32.02%	(62.25)	0.44%	149.48
Indo Count Global DMCC, UAE	0.34%	719.50	-0.16%	(54.51)	-4.64%	9.01	-0.14%	(45.50)

## Notes to the Consolidated Financial Statements

Name of the entity in Consolidated Financial Statements of Indo Count Industries Limited, its subsidiary companies (together 'Group')	Net Assets i.e. Total Assets- Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
	As a % of Consolidated Net Assets	Amount (₹ in Lakhs)	As % of Consolidated Profit or Loss	Amount (₹ in Lakhs)	As a % of Consolidated OCI	Amount (₹ in Lakhs)	As % of Consolidated TCI	Amount (₹ in Lakhs)
<b>Indian</b>								
Indo Count Retail Ventures Pvt. Ltd.	0.00%	0.24	0.00%	(0.05)	0.00%	-	0.00%	(0.05)
<b>Subtotal</b>	<b>101.35%</b>	<b>211,724.21</b>	<b>98.33%</b>	<b>33,226.85</b>	<b>100.00%</b>	<b>(194.43)</b>	<b>98.32%</b>	<b>33,032.42</b>
Consolidation adjustment	-1.35%	(2,817.64)	1.67%	565.65	0.00%	-	1.68%	565.65
<b>Total</b>	<b>100.00%</b>	<b>208,906.57</b>	<b>100.00%</b>	<b>33,792.50</b>	<b>100.00%</b>	<b>(194.43)</b>	<b>100.00%</b>	<b>33,598.07</b>

As at 31<sup>st</sup> March, 2023

Name of the entity in Consolidated Financial Statements of Indo Count Industries Limited, its subsidiary companies (together 'Group')	Net Assets i.e. Total Assets- Total Liabilities		Share in Profit or Loss		Share in Other Comprehensive Income (OCI)		Share in Total Comprehensive Income (TCI)	
	As a % of Consolidated Net Assets	Amount (₹ in Lakhs)	As % of Consolidated Profit or Loss	Amount (₹ in Lakhs)	As a % of Consolidated OCI	Amount (₹ in Lakhs)	As % of Consolidated TCI	Amount (₹ in Lakhs)
<b>Parent</b>								
Indo Count Industries Limited	84.47%	176,467.47	70.48%	23,816.68	793.20%	(1,542.23)	66.30%	22,274.45
<b>Subsidiaries</b>								
<b>Foreign</b>								
Indo Count Global Inc., (USA)	2.45%	5,115.54	6.07%	2,050.74	1302.94%	(2,533.32)	-1.44%	(482.58)
Indo Count UK Ltd., (United Kingdom)	0.15%	304.58	-0.11%	(37.70)	4.10%	(7.97)	-0.14%	(45.67)
Indo Count Global DMCC, UAE	0.37%	765.00	0.54%	183.97	-25.52%	49.62	0.70%	233.59
<b>Indian</b>								
Indo Count Retail Ventures Pvt. Ltd.	0.00%	0.28	0.00%	(0.60)	0.00%	-	0.00%	(0.60)
<b>Subtotal</b>	<b>87.43%</b>	<b>182,652.87</b>	<b>76.98%</b>	<b>26,013.09</b>	<b>2074.72%</b>	<b>(4,033.90)</b>	<b>65.42%</b>	<b>21,979.19</b>
Consolidation adjustment	-1.62%	(3,383.28)	4.93%	1,664.58	0.00%	0.00	4.95%	1,664.58
<b>Total</b>	<b>85.81%</b>	<b>179,269.59</b>	<b>81.90%</b>	<b>27,677.67</b>	<b>2074.72%</b>	<b>(4,033.90)</b>	<b>70.37%</b>	<b>23,643.77</b>

## Notes to the Consolidated Financial Statements

### 54(a) Additional regulatory information required by Schedule III (To the extent applicable)

#### i) Details of benami property held

No proceedings have been initiated on or are pending against the group for holding benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and Rules made thereunder.

#### ii) Borrowing secured against current assets

The Group has borrowings from banks and financial institutions on the basis of security of current assets. The quarterly returns or statements of current assets filed by the Holding Company with banks and financial institutions were in agreement with the unaudited books of account.

#### iii) Wilful defaulter

The group has not been declared wilful defaulter by any bank or financial institution or government or any other lender.

#### iv) Relationship with struck off companies

The group has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

#### v) Compliance with number of layers of companies

The group has complied with the number of layers prescribed under the Companies Act, 2013, read with the Companies (Restriction on number of Layers) Rules, 2017.

#### vi) Compliance with approved scheme(s) of arrangements

The group has not entered into any scheme of arrangement which has an accounting impact on current financial year. In respect of previous year, refer note 45A.

#### vii) Utilisation of borrowed funds and share premium

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the group (Ultimate Beneficiaries) or
- provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries

The group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the group shall:

- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- provide any guarantee, security or the like on behalf of the ultimate beneficiaries

#### viii) Undisclosed income

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

#### ix) Details of crypto currency or virtual currency

The group has not traded or invested in crypto currency or virtual currency during the current or previous year.

## Notes to the Consolidated Financial Statements

### x) Valuation of Property, plant and equipments, right-of-use assets and intangible asset

The group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets or both during the current or previous year.

### 54(b). Other regulatory information

#### i) Title deeds of immovable properties not held in name of the group

The title deeds of all the immovable properties other than mentioned below are in the name of the group. (other than properties where the group is the lessee and the lease agreements are duly executed in favour of the lessee), as disclosed in note 6

S. N.	Relevant line item in the Balance Sheet	Description of item of property	Gross carrying value (₹ In Lakhs)	Title deeds held in the name of	Whether title deed holder is a promoter, director or relative of promoter / director or employee of promoter/ director	Property held since which date	Reason for not being in the name of the Company
(a)	Property, plant and equipments (Holding Company)	A portion of freehold land (Property, plant and equipment) at Bhilad (Gujrat)	80.03	GHCL Limited	No	Since April 2, 2022	The title deeds are held in the name of GHCL Limited. It was acquired during the previous year as part of a business purchase and the process of transfer of the title in favour of the Holding Company is under process.

#### ii) Registration of charges or satisfaction with Registrar of Companies

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

#### (iii) Utilisation of borrowings availed from banks and financial institutions

The borrowings obtained by the group from banks and financial institutions have been applied for the purposes for which such loans were taken.

### 55. The Group has approved its Financial Statements in its board meeting dated May 27, 2024.

56. The Holding Company has initiated the digital transformation journey for standardizing, optimizing, and re-engineering various business processes, including manufacturing, supply chain, logistics, and procurement. The focal point of this implementation is the design, development, and deployment of a robust digital core utilizing SAP S/4HANA Cloud®. The initiative aims to unlock operational efficiencies, chart new avenues for growth and ensure compliance requirements.



## Notes to the Consolidated Financial Statements

### 57. Events occurring after reporting period

Subsequent to the year end, on 19 April 2024, Holding Company's wholly owned subsidiary, Indo Count Global Inc., USA, acquired the registered trademarks, trademark applications, associated intellectual property contracts and all domain names of the brand name 'Wamsutta' for a total consideration of \$10.25Mn (equivalent ₹8,549.01 lakhs).

The Group evaluated subsequent events through May 27, 2024, the date the financial statements were available for issuance, and determined that there were no additional material subsequent events requiring disclosure other than reported above.

Signatures to Note 1 to 57 which form an integral part of Financial Statements.

#### The accompanying notes form an integral part of Consolidated Financial Statements

As per our report of even date

For Price Waterhouse Chartered Accountants LLP.

Firm Registration Number: 012754N/N500016

#### Sachin Parekh

Partner

Membership No.: 107038

Mumbai, 27<sup>th</sup> May, 2024

#### For and on behalf of Board of Directors

**Anil Kumar Jain**

Executive Chairman

DIN: 00086106

Mumbai, 27<sup>th</sup> May, 2024

**Kailash R. Lalpuria**

Executive Director & C.E.O.

DIN: 00059758

Mumbai, 27<sup>th</sup> May, 2024

**K. Muralidharan**

Chief Financial Officer

Mumbai, 27<sup>th</sup> May, 2024

**Satnam Saini**

Company Secretary

Membership No.: A26993

Mumbai, 27<sup>th</sup> May, 2024

**Indo Count Industries Limited**

CIN: L72200PN1988PLC068972

**Registered Office:** Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale,  
District Kolhapur-416109, Maharashtra

Tel No: (0230) 2463100/2461929

Website: [www.indocount.com](http://www.indocount.com); E-mail: [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com)

## Notice 35<sup>th</sup> Annual General Meeting

Notice is hereby given that the Thirty Fifth (35<sup>th</sup>) Annual General Meeting ("AGM") of the Members of **Indo Count Industries Limited** ("the Company") will be held on Thursday, 1<sup>st</sup> August, 2024 at 12:00 Noon (IST), through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following business:

**ORDINARY BUSINESS:**

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 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 31<sup>st</sup> March, 2024, together with the Report of the Auditors thereon.
2. To declare Final Dividend of ₹2.20/- per Equity Share of face value of ₹2/- each for the Financial Year ended 31<sup>st</sup> March, 2024.
3. 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.

**SPECIAL BUSINESS:**

4. **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.**

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** in accordance with the provisions of Sections 196, 197, 198 of the Companies Act, 2013 read

with Schedule V and all other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board, consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Kailash R. Lalpuria (DIN: 00059758) as a Whole Time Director designated as "Executive Director & CEO" of the Company for a further period of three (3) years w.e.f. 4<sup>th</sup> May, 2024, at the remuneration and other terms and conditions as set out below, with liberty to the Board of Directors (hereinafter referred to as "the Board") to alter and vary the terms and conditions of the said re-appointment and remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 and Schedule V of the Companies Act, 2013;

**(A) Salary and Perquisites**

Basic Salary: ₹12,72,110/- p.m. with an annual increment as may be approved by the Nomination and Remuneration Committee and the Board of Directors.

**Perquisites and Allowances****Category I**

1. House Rent Allowance - Upto 50% of the Basic Salary.
2. Special Allowance - upto 50% of the basic salary
3. Servant Allowance, Medical Allowance, or any other Allowance as may be decided by the Board - Upto 45% of Basic Salary.

4. Chauffeur Driven Company Car for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the car.
5. Telephone, Mobile & other Communication facilities, computers, laptops at the Residence for official purpose and expenses incurred thereof.
6. Leave Travel Allowance (LTA) - As per the policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
7. Travelling Expenses – As per the policy of the Company for Directors of the Company.
8. Medical / Health Insurance - As per the Medical Insurance policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company. Further, if any other group insurance policies are taken in future, premium of the said policy for Mr. Kailash R. Lalpuria shall be borne by the Company.

#### Category II

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

**RESOLVED FURTHER THAT** within the overall limits of aforesaid remuneration, the structuring of components of remuneration may be revised as per the amendments in the provisions of labour laws from time to time.

#### B) Commission

The Commission as may be approved by the Board (or a Committee thereof) for each financial year provided overall remuneration of all Executive Directors / Managing Director is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).

**RESOLVED FURTHER THAT** Mr. Kailash R. Lalpuria, Executive Director & CEO shall not be paid any sitting fees for attending any meetings of the Board/ Committee(s)/ General Meeting(s) etc.;

**RESOLVED FURTHER THAT** any increment / revision in salary and perquisites and remuneration by way of incentive / bonus / ex-gratia / performance linked incentives payable to Mr. Kailash R. Lalpuria during his tenure of office be determined by the Board, pursuant to the recommendation of Nomination and Remuneration Committee provided overall remuneration of all Executive Directors / Managing Directors is within 10% of the Net profits, as prescribed under section 197 of the Companies Act, 2013 read with Schedule V of the Act (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

**RESOLVED FURTHER THAT** Mr. Kailash R. Lalpuria, Executive Director & CEO shall be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to alter and vary the terms and conditions of appointment and do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution."

#### 5. 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

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

**"RESOLVED THAT** pursuant to provisions of sections 149, 150, 152, 161 and any other applicable provisions of the Companies Act, 2013 (the 'Act'), including the Rules made thereunder read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), based on the approval and recommendation of the Nomination and Remuneration Committee, and that of the Board, Mrs. Ambika Sharma (DIN: 08201798), who was appointed as an Additional Director in the capacity of an Independent Director with effect from 27<sup>th</sup> May, 2024, be and is hereby appointed as a Non-Executive 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 and that she shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its Committee thereof) and / or

Date: 5<sup>th</sup> July, 2024

Place: Mumbai

#### Notes:

1. The Ministry of Corporate Affairs ("MCA") has, vide its circular no. 09/2023 dated 25<sup>th</sup> September, 2023 read together with circular nos. 20/2020, 21/2021, 02/2022 and 10/2022 dated 5<sup>th</sup> May, 2020, 14<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022 and 28<sup>th</sup> December, 2022 respectively (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM") due in the year 2024 through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue till 30<sup>th</sup> September, 2024. In compliance with the MCA Circulars, this 35<sup>th</sup> AGM is being held through VC/OAVM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforesaid MCA circulars and SEBI circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.
3. In terms of the provisions of Sections 112 and 113 of the Act read with the said aforesaid MCA Circulars, Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are entitled to appoint their authorized representatives to attend the AGM through VC/ OAVM on their behalf and participate there at, including cast votes by electronic means (details of which are provided

separately in this notice). Such Corporate Members are requested to refer 'General Guidelines for Shareholders' provided in this notice, for more information.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. The members, seeking any information with regard to the accounts or any matter to be placed at the AGM or having any questions in connection with the matter placed at AGM, are requested to send email to the Company on or before 26<sup>th</sup> July 2024, on [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com). The same will be replied suitably.

6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in relation to the business under Item No. 4 and 5 of the Notice, is annexed hereto.

Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings, relevant details of Mr. Kailash R. Lalpuria and Mrs. Ambika Sharma, Directors proposed for re-appointment/ appointment and Mr. Mohit Jain, Director retiring by rotation and proposed for re-appointment are provided in the **Annexure I** to this Notice.

7. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

**By Order of the Board of Directors of  
For Indo Count Industries Limited**

**Satnam Saini**

**Company Secretary & GM- Legal  
Membership No: A26993**



8. Members, whether holding shares in electronic/physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondence with the Company / RTA.
9. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in physical form are requested to submit their PAN details to the Company / RTA. Members holding shares in dematerialized form are requested to submit their PAN to their respective DP.
10. Book Closure and Dividend:
  - (a) The Register of Members and the Share Transfer Books of the Company will remain closed from Thursday, 25<sup>th</sup> July, 2024 to Thursday, 1<sup>st</sup> August, 2024 (both days inclusive) for the purpose of payment of dividend.
  - (b) If dividend on Equity Shares, as recommended by the Board, is approved at the Annual General Meeting, the payment of such dividend will be made on or after 5<sup>th</sup> August, 2024 to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose at the end of the business hours on 24<sup>th</sup> July, 2024.

#### 11. TDS on Dividend

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders effective 1<sup>st</sup> April, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to **Annexure III** of this Notice. In general, to enable compliance with TDS requirements, Members are requested to complete and / or update their Residential status, PAN, Category with their depository participants ("DPs") in case shares are held in Demat mode or in case shares are held in physical form, with the Company/ Registrars and Transfer Agents ("RTA") by sending documents/ following procedure given in **Annexure III** of this notice on or before 25<sup>th</sup> July, 2024.

#### 12. Transfer of Unclaimed/Unpaid amounts to the Investor Education and Protection Fund (IEPF)

Members are requested to note that the amount of dividend remaining unclaimed or unpaid for a period of

seven (7) years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly, Final Dividend for 2016-17, Interim Dividend for 2017-18, Final Dividend for 2017-18 Final Dividend 2018-19, Final Dividend 2019-20, Final Dividend 2020-21, Final Dividend 2021-22 and Final Dividend 2022-23 are due for transfer to IEPF in the year 2024, 2025, 2026, 2027, 2028, 2029 and 2030 respectively. Members are requested to ensure that they claim the respective dividend(s) before transfer of the said amount to IEPF. Members who have not encashed their dividend warrants for said dividend(s) are requested to contact the Company Registrar and Transfer Agent. Further, please note that pursuant to the provisions Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("IEPF Rules") as amended to date, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. The list of shareholders of Unclaimed dividend is available on Company's website i.e. [www.indocount.com](http://www.indocount.com).

The Members/Claimants whose shares and unclaimed dividend have been transferred to IEPF may claim the shares or apply for refund by making an application to IEPF Authority in Form IEPF 5 (available on [www.iepf.gov.in](http://www.iepf.gov.in)). The Member/Claimant can file only one consolidated claim in a Financial Year as per the IEPF Rules.

Pursuant to the provisions of the Act, read with Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ("Rules"), **Final Dividend for FY 2016-17 and under lying shares will be due for transfer to IEPF on 26<sup>th</sup> September, 2024. The transfer to the IEPF shall be made within a period of thirty days from 26<sup>th</sup> September, 2024. Accordingly, the shareholders are requested to claim their unpaid dividend on or before 26<sup>th</sup> August, 2024 by sending request to Registrar and Share Transfer Agent ("RTA") of the Company on [iepf.shares@linkintime.co.in](mailto:iepf.shares@linkintime.co.in) or to the Company at [icilinvestors@indocount.com](http://icilinvestors@indocount.com)**

Adhering to the various requirements set out in the Investor Education and Protection Fund Authority

(Accounting, Audit, Transfer and Refund) Rules, 2016, as amended, the Company has during the Financial Year 2023-24 transferred to the IEPF Authority all shares in respect of which dividend has remained unpaid or unclaimed for seven consecutive years or more as on the due date of transfer. Details of shares transferred to IEPF Authority are available on the website of the IEPF Authority and the same can be accessed through the link: [www.iepf.gov.in](http://www.iepf.gov.in).

#### 13. NRI Members are requested to:

- (a) change their residential status on return to India permanently.
- (b) furnish particulars of bank account(s) maintained in India with complete name, branch, account type, account number and address of the bank with PIN Code No., if not furnished earlier.

#### 14. Members holding shares under different Folio Nos. in the same names are requested to apply for consolidation of folios and send relevant original share certificates to the Company's RTA for doing the needful.

15. 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, notice of the 35<sup>th</sup> AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.indocount.com](http://www.indocount.com) and website of the BSE Limited at [www.bseindia.com](http://www.bseindia.com) and website of National Stock Exchange of India Limited (NSE) [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Members of the Company holding shares either in physical form or in Dematerialized form as on 5<sup>th</sup> July, 2024 will be sent Annual Report for the financial year 2023-24 and Notice of 35<sup>th</sup> Annual General Meeting through electronic mode.

16. Members who wish to inspect statutory registers required to be made available/kept open for inspection at AGM and relevant documents referred to in this Notice of AGM can send an email to [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com). Copies of any documents referred to in the Notice and Explanatory Statement are also available for inspection at

the Registered Office of the Company on all days except Saturdays, Sundays or Public holidays between 2.00 p.m. to 4.00 p.m. upto the date of the AGM.

17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. The deemed venue for the AGM will be the Registered Office of the Company.

#### 18. Registration of E-mail ID

Shareholders who have still not registered their E-mail ID are requested to get their E-mail ID registered as follows:

1. Shareholders holding Shares in Physical Mode: Such Shareholders are requested to register their E-mail ID with the Registrar and Share Transfer Agent ("RTA") of the Company viz. Link Intime India Private Limited by sending request to Company's RTA on <https://swayam.linkintime.co.in> or to the Company at [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com). The said request be accompanied with Form ISR-1 for KYC updation.
2. Shareholders holding Shares in Dematerialized Mode: Such Shareholders are requested to register their e-mail ID with the relevant Depository Participant(s). In case of any queries / difficulties in registering the e-mail address, Shareholders may write to RTA at <https://swayam.linkintime.co.in> or to the Company at [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com).

**Those shareholders having physical share certificate who have not yet submitted Form ISR-1, ISR-2, SH-13/SH-14 are requested to submit the same to RTA/ Company at earliest. Those shareholders who are holding shares in dematerialized mode are requested to ensure that aforesaid KYC details and nomination are updated with their depository participants.**

#### 19. KYC UPDATION

SEBI has mandated the submission of PAN, KYC details and nomination by holders of physical securities by 30<sup>th</sup> September, 2023, and linking PAN with Aadhaar by 30<sup>th</sup> June, 2023 vide SEBI Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated 16<sup>th</sup> March, 2023 ("SEBI Circular"), it is mandatory for the physical shareholders to update PAN, Address, Email ID, Mobile No., Bank account details (KYC details) and Nomination details with Link Intime India Private Limited, Registrar and Transfer Agent (RTA) / Company. The RTA/ Company had sent Form ISR-1

for KYC updation, ISR-2 for bank details, Form SH-13/ISR-3 in respect of nomination to physical shareholders whose KYC were not updated and Form SH-14 to cancel the earlier nomination and record a fresh nomination.

With effect from 1<sup>st</sup> April, 2024, SEBI has mandated that the shareholders, who hold shares in physical mode and whose folios are not updated with any of the KYC details [viz., (i) PAN (ii) Choice of Nomination (iii) Contact Details (iv) Mobile Number (v) Bank Account Details and (vi) Signature], shall be eligible to get dividend only in electronic mode. Accordingly, payment of final dividend, subject to approval at the AGM, shall be paid to physical holders only after the above details are updated in their folios. Shareholders are requested to complete their KYC by writing to the Company's RTA, Link Intime India Private Limited at <https://swayam.linkintime.co.in>. The forms for updating the same are available at the RTA's website - <https://liiplweb.linkintime.co.in/KYC-downloads.html>.

Those physical shareholders who have not yet submitted Form ISR-1, ISR-2, SH-13/SH-14 are requested to submit the same to RTA/Company at earliest.

Those shareholders who are holding shares in dematerialised mode are requested to ensure that aforesaid KYC details and nomination are updated with their depository participants.

#### 20. Issue of securities in Demat mode and Demat of shares

SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25<sup>th</sup> January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. **Accordingly, while making any service request, Members are requested to submit duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <https://www.indocount.com/investors/disclosures-under-regulation-46-of-sebi-lodr-regulations-2015/kyc-updation-and-demat> and on the website of the Company's Registrar and Transfer Agents, Link Intime India Private Limited**

**at <https://liiplweb.linkintime.co.in/KYC-downloads.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant. Hence, the members are once again requested to update their KYC details as specified in point 19 above.**

**As per Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, transfer of equity shares can be made only in dematerialised mode. Hence, members holding shares in physical form are requested to consider converting their holdings to dematerialized form at earliest. Members can contact the Company or Company's Registrars and Transfer Agent i.e. Link Intime India Private Limited in case of any queries in this regard.**

#### INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2015 as amended from time to time, and Regulation 44 of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing 'remote e-voting' facility through National Securities Depository Limited (NSDL) to all Members of the Company to enable them to cast their votes electronically, on all resolutions mentioned in the notice of the 35<sup>th</sup> Annual General Meeting ("AGM") of the Company.

#### General Instructions:

- a) **The remote e-voting period begins on Monday, 29<sup>th</sup> July, 2024 at 9.00 a.m. (IST) and ends on Wednesday, 31<sup>st</sup> July, 2024 at 5.00 p.m. (IST). During this period, members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 25<sup>th</sup> July, 2024 may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting after 5.00 p.m. (IST) on Wednesday, 31<sup>st</sup> July, 2024. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The voting rights of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.**

- b) Mr. Vikas R. Chomal, Proprietor of M/s. Vikas R. Chomal & Associates, Practicing Company Secretaries (Membership No.: F11623; CP No: 12133), has been appointed as a Scrutinizer to scrutinize the remote e-voting process and e-voting at AGM in a fair and transparent manner.
- c) In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed 25<sup>th</sup> July, 2024 as the "cut-off date" to determine the eligibility to vote by remote e-voting or e-voting at the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date, i.e. 25<sup>th</sup> July, 2024, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. Only those members, who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.
- d) The members who have cast their vote by remote e-voting may also attend the AGM through VC/ OAVM but shall not be entitled to cast their vote again.
- e) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining

#### virtual meeting for Individual shareholders holding securities in demat mode."

- f) The voting rights of Members shall be in proportion to their shares in the paid-up equity shares capital of the Company as on the cut-off date i.e. Thursday, 25<sup>th</sup> July, 2024.
- g) The Scrutinizer shall submit his consolidated report to the Chairman within 2 working days from the conclusion of the AGM.
- h) The result declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.indocount.com](http://www.indocount.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and shall simultaneously be communicated to the BSE Limited and National Stock Exchange of India Limited (NSE) at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Thursday, 1<sup>st</sup> August, 2024.

#### Process and manner for members opting to vote through remote e-voting:





#### The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

##### Step 1: Access to NSDL e-Voting system

#### A) Login method for Individual shareholders holding securities in demat mode is given below:

Pursuant to SEBI circular no. SEBI/HO/ CFD/CMD/CIR/P/2020/242 dated 9<sup>th</sup> December, 2020 on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of

participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the <b>"Beneficial Owner"</b> icon under <b>"Login"</b> which is available under <b>'IDeAS'</b> section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on <b>"Access to e-Voting"</b> under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select <b>"Register Online for IDeAS Portal"</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a>.</li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon <b>"Login"</b> which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App <b>"NSDL Speede"</b> facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">   </div> <div style="text-align: center;">   </div> </div>

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; Myeasi New (Token) Tab and then user your existing my easi username &amp; password.</li> <li>After successful login of Easi/Easiest the user will be able to see the e-Voting Option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; Myeasi New (Token) Tab and then click on registration option.</li> <li>Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in <b>Demat Mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in <b>Demat Mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="http://helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43



**B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon **“Login”** which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
  - c) How to retrieve your ‘initial password’?
    - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the **“Initial password”** or have forgotten your password:
  - a) Click on **“Forgot User Details/Password?”** (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to **“Terms and Conditions”** by selecting on the check box.
8. Now, you will have to click on **“Login”** button.
9. After you click on the **“Login”** button, Home page of e-Voting will open.

**Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**

1. After successful login at Step 1, you will be able to see all the companies **“EVEN”** in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select **“EVEN”** of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. EVEN of the Company is 129217. For joining virtual meeting, you need to click on **“VC/OAVM”** link placed under **“Join General Meeting”**.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **“Submit”** and also **“Confirm”** when prompted.
5. Upon confirmation, the message **“Vote cast successfully”** will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders:**

1. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF’s, NRI’s, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/Authorization

etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to [csvrca@gmail.com](mailto:csvrca@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF’s, NRI’s etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on **“Upload Board Resolution/Authority Letter”** displayed under **“e-Voting”** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **“Forgot User Details/Password?”** or **“Physical User Reset Password?”** option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, Client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining**

**virtual meeting for Individual shareholders holding securities in demat mode.**

- Alternatively, shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in

Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request by 29<sup>th</sup> July, 2024 from their registered Email ID mentioning their name, DP ID and Client ID / Folio No, PAN, mobile number at [agm@indocount.com](mailto:agm@indocount.com). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. For ease of conduct, speakers should send the questions in advance by sending the email on [agm@indocount.com](mailto:agm@indocount.com).**

**The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.**

- The Members can join the AGM in the VC/OAVM mode 15 minutes before the scheduled time of commencement of the Meeting by following the procedure mentioned in the Notice and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the AGM. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 members on first come first served basis.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

**ITEM NO. 4**

The existing term of Mr. Kailash R. Lalpuria (DIN: 00059758) Executive Director & CEO, was for a period of 3 years upto 3<sup>rd</sup> May, 2024. Pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company approved re-appointment of Mr. Kailash R. Lalpuria (DIN: 00059758) as a Whole Time Director designated as "Executive Director & CEO" of the Company for a further period of 3 years with effect from 4<sup>th</sup> May, 2024 subject to the approval of the members of the Company on the terms and conditions including remuneration as set out in Item No. 4 of the Notice.

The Company has received notice in writing from a Member under Section 160 of the Act proposing candidature of Mr. Kailash R. Lalpuria for the office of Director of the Company.

The brief profile of Mr. Kailash R. Lalpuria and other details required as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard -2 is provided in **Annexure I** to the Notice. Considering rich knowledge and varied experience of Mr. Kailash R. Lalpuria, the Board was of the opinion that his association as an Executive Director & CEO will continue to benefit the Company. Mr. Kailash R. Lalpuria satisfies the conditions specified in Part I of Schedule V of the Companies Act, 2013. Further, Mr. Kailash R. Lalpuria has confirmed that he is not disqualified to act as a Director of the Company and has given his consent for the re-appointment. He is not debarred from holding office of director by virtue of any SEBI order or any other authority.

Pursuant to the provisions of Sections 196, 197, 198 and any other applicable provisions, if any, of the Companies Act, 2013 and the rules framed thereunder read with Schedule V of the Companies Act, the appointment and remuneration of Executive Director requires approval of the shareholders in General Meeting.

The statement as required under Section II, Part II of the Schedule V of the Act, with reference to payment of minimum remuneration at Item No. 4 is annexed hereto as "**Annexure II**".

The Board of Directors recommends the resolution at Item No. 4 of the Notice for the approval of members of the Company by way of a Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Kailash R. Lalpuria and his relatives are concerned or interested, financially or otherwise, in the said resolution.

**ITEM NO. 5**

The Board of Directors of the Company at its meeting held on 27<sup>th</sup> May, 2024 had approved and recommended to the members, the appointment of Mrs. Ambika Sharma as Non-Executive Independent Director for a term of two (2) years on the Board of the Company, effective from 27<sup>th</sup> May, 2024 to 26<sup>th</sup> May, 2026.

Mrs. Ambika Sharma, aged 62 years, holds a bachelor's degree in economics and Master's degree in Business Economics from India's prestigious Delhi University. Mrs. Ambika Sharma graduated summa cum laude with a gold medal. She is also a global business strategist with over three-decade career in public affairs and international relations in India's apex industry body as well as in a bilateral international organization. She has dedicated her professional career towards building extensive international economic networks for business & industry, driving economic growth, job creation, innovation, inclusion, and entrepreneurship. She is currently serving as Independent Director on the Boards of various eminent Indian food companies.

Under the provisions of Section 161(1) of the Companies Act, 2013, Mrs. Ambika Sharma holds office only upto the date of this Annual General Meeting of the Company. In terms of the provisions of Section 149 and other applicable provisions of the Companies Act, 2013, Mrs. Ambika Sharma being eligible and offering herself for appointment, is proposed to be appointed as a Non-Executive Independent Director for two (2) years for a term upto the conclusion of the 37<sup>th</sup> Annual General Meeting of the Company in the calendar year 2026. In terms of the provisions of the Companies Act, 2013, Mrs. Ambika Sharma has filed requisite consent(s)/disclosures before the Board. The Company has also received an intimation from Mrs. Ambika Sharma in Form DIR-8 to the effect that she is not disqualified and further confirmed that she is not debarred by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority to be appointed as a Director in any Company.

A notice has been received from a member under Section 160 of the Companies Act, 2013 signifying their intention to propose Mrs. Ambika Sharma as a candidate for the office of Non-Executive Independent Director of the Company. The Company has also received a declaration from Mrs. Ambika Sharma confirming that she meets the criteria of independence as prescribed under the provisions of Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mrs. Ambika Sharma fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as a Non-Executive Independent Director of the Company. Details of Mrs. Ambika Sharma is provided in the "Annexure I" to the Notice pursuant to the provisions of the Listing Regulations and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India.

Keeping in view her vast expertise and knowledge, it will be in the interest of the Company that Mrs. Ambika Sharma is appointed as Non-Executive Independent Director. Copy of the draft letter for appointment of Mrs. Ambika Sharma as Non-Executive Independent Director setting out the terms and conditions is available for inspection by the members. The resolution seeks the approval of members for the appointment of Mrs. Ambika Sharma as an Independent Director of the Company and she shall not be liable to retire by rotation.

Except Mrs. Ambika Sharma, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board recommends passing of Special Resolution set out at Item No. 5 of the Notice for approval by the members.

**Annexure - I**

**Additional Information of Directors seeking appointment/re-appointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standard-2**

Name of the Director	Mr. Mohit Jain	Mr. Kailash R. Lalpuria	Mrs. Ambika Sharma
Age	48 years	65 Years	62 Years
DIN	01473966	00059758	08201798
Category	Executive & Non-Independent (Executive Vice-Chairman)	Executive & Non-Independent (Executive Director & CEO)	Non-Executive & Independent
Date of first appointment on the Board	9 <sup>th</sup> May, 2016	11 <sup>th</sup> November, 2010	27 <sup>th</sup> May, 2024
Brief Resume and nature of expertise in specific functional areas	He has graduated from Babson College, United States of America and is specialized in the fields of Marketing, Economics, Finance and Entrepreneurial Studies. He has over more than 20 years of experience in Global Marketing and Entrepreneurship and vast expertise in overseas business.	He is a qualified Chartered Accountant and Science Graduate from St Xavier's College, Mumbai. His expertise includes Strategic Growth of Organisation, Planning Joint Ventures, Developing Overseas Sales Team, and Contribution in overall Value Chain, New Areas of Business Development, Commercial Aspects of Export Business, Sales & Marketing and Customer Relationship Management.	She holds a bachelor's degree in economics and Master's degree in Business Economics from India's prestigious Delhi University. A business economist by education, she has dedicated her professional career towards building extensive international economic networks for business & industry, driving economic growth, job creation, innovation, inclusion and entrepreneurship.
Terms & conditions of re-appointment	Mr. Mohit Jain is Executive Vice-Chairman of the Company and liable to retire by rotation. Terms & conditions of appointment of Mr. Mohit Jain are as per resolution passed by the members at the AGM held on 29 <sup>th</sup> September, 2022	Mr. Kailash R. Lalpuria is Executive & Non-Independent Director (Executive Director & CEO) of the Company and liable to retire by rotation. The terms and conditions of his re-appointment are specified in resolution at item no. 4 of this notice.	Mrs. Ambika Sharma is appointed as a Non-Executive Independent Director for a term of two (2) years effective from 27 <sup>th</sup> May, 2024 to 26 <sup>th</sup> May, 2026 which is subject to the approval of the shareholders.
Details of remuneration sought to be paid and remuneration last drawn.	Remuneration drawn for FY 2023-24 – ₹11.68 crores (includes commission of ₹6.06 crores)	During the financial year 2023-24, remuneration of ₹3.13 crores was paid to Mr. Kailash R. Lalpuria.	Mrs. Ambika Sharma shall be entitled for sitting fees as may be approved by the Board from time to time and commission as may be decided by the Board. At present, sitting fees for attending each Board/Committee meeting is ₹1.00 Lakhs and ₹0.75 Lakhs respectively.



Name of the Director	Mr. Mohit Jain	Mr. Kailash R. Lalpuria	Mrs. Ambika Sharma
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Mr. Mohit Jain is son of Mr. Anil Kumar Jain, Executive Chairman. Apart from this, Mr. Mohit Jain does not have any relationship with other Directors and Key Managerial Personnel of the Company. The Company does not have a Manager.	None	None
<b>Number of Board Meetings attended during the year 2023-24</b>	Three (3)	Four (4)	Not Applicable
<b>Directorships held in other public Companies, including listed Companies [excluding foreign, deemed public companies and private Companies, Section 8 companies] as on 31<sup>st</sup> March, 2024</b>	Nil	Nil	Directorship: • Panacea Biotech Limited • LT Foods Limited • Aditya Infotech Limited • Aakash Educational Services Limited • Ecopure Specialities Limited • Nature Bio-Foods Limited
<b>Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on 31<sup>st</sup> March, 2024</b>	Nil	Nil	LT Foods Limited: Member in Audit Committee
<b>Number of shares held in the Company as on 31<sup>st</sup> March, 2024</b>	6,92,850 Equity Shares of ₹2/- each	Nil	Nil

Annexure II

**STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:**

**I. General Information:**

- Nature of industry: Textiles
- Date of commencement of commercial production: Operations started in the year 1988.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
- Standalone Financial performance based on given indicators: (₹ in Crores)

Particulars	Year ended 31 <sup>st</sup> March, 2024	Year ended 31 <sup>st</sup> March, 2023
Revenue from operations	3,332.31	2,783.59
Operating Profit (before interest, depreciation and tax)	569.17	443.61
Profit before Tax	431.10	323.41
Profit after Tax	320.30	238.17

- Foreign investments or collaborations, if any: NIL

**II. A- Information about Mr. Kailash R Lalpuria:**

Particulars	Mr. Kailash R Lalpuria
Background details	Mr. Kailash R. Lalpuria is renowned within the textiles industry, serving as the Executive Director and CEO of Indo Count Industries Ltd. He is recognized as an agile leader with over 40 years of experience. Additionally, Mr. Lalpuria holds prominent positions including Director at the Confederation of the Indian Textile Industry (CITI) and Chairman of the Made Ups committee at TEXPROCIL (The Cotton Textiles Export Promotion Council). He is a qualified Chartered Accountant and holds a Science degree from Mumbai.  His expertise covers many widespread domains, including the Strategic Growth of an Organization, M&A, New Areas of Business Development, Sales & Marketing and Customer Relationship Management. Recognized for his exceptional entrepreneurial skills, he has played a key role in positioning Indo Count as a market leader. His extensive industrial knowledge, strengthened by international business travels and he is complemented by his expansive global business development network.
Past remuneration	FY 2023-24: ₹3.13 Crores
Recognition or awards	The Company has received various award and recognition during the tenure of Mr. Lalpuria, Executive Director & CEO of the Company.
Job profile and his suitability	Mr. Lalpuria as Executive Director & CEO has been looking after the overall affairs and operations of the Company. He is involved in policy planning, vision and strategy and long-term development activities of the Company.
Remuneration proposed	As stated in the Resolution at Item No. 4 of this Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration of Mr. Lalpuria is in line with the remuneration being paid to Executive Director in the relevant industry.  Considering the background, competence and experience of Mr. Lalpuria, the terms of his remuneration as set out in the resolution are considered to be fair, just and reasonable.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Lalpuria does not have any relationship with other Directors and other Key Managerial Personnel of the Company. The Company does not have a Manager.

### III. Other information:

1) Reasons of loss or inadequate profits:

The Company has adequate profits under Section 198 of the Companies Act, 2013 and does not envisage any loss or inadequate profits. However, as a matter of abundant caution, the Company proposes to obtain approval of the members of the Company for payment of minimum remuneration to Mr. Kailash R. Lalpuria in case of situation of inadequate profits. As a matter of compliance under Para A of Section II of Part II of Schedule V of Companies Act, 2013, this statement is given.

2) Steps taken or proposed to be taken for improvement:

Not Applicable. However, the Company constantly endeavors to take all such measures which shall improve the performance of the Company.

3) Expected increase in productivity and profits in measurable terms:

The Company is conscious about improvement in productivity and undertakes constant measures to improve the same. However, it is extremely difficult in present scenario to predict profits in measurable terms. For the year ended 31<sup>st</sup> March, 2024, net profit after tax stood at ₹320.30 Crores.

### IV. Disclosures:

The information on remuneration package of Mr. Kailash R. Lalpuria, Executive Director is provided in Corporate Governance Report forming part of the Annual Report for FY 2023-24.

### Annexure III

#### INTIMATION ON TAX DEDUCTION ON DIVIDEND:

In accordance with the provisions of the Income Tax Act, 1961 read with the provisions of the Finance Act, 2020, with effect from 1<sup>st</sup> April, 2020, dividend declared and paid by the Company is taxable in the hands of shareholders. The Company shall therefore be required to comply with the provisions of deduction of tax at source (TDS) at the applicable rates at the time of payment of final dividend for the financial year ended on 31<sup>st</sup> March, 2024 to the shareholders in accordance with the provisions of the Income Tax Act ("IT" Act). The TDS rate may vary depending on the residential status of the shareholder and the documents submitted to the Company in accordance with the provisions of the Act. Please note that all the details and declarations furnished should pertain to FY 2024-25. The TDS for various categories of shareholders along with required documents are provided below:

#### I. For Resident Shareholders -

Tax is required to be deducted at source under Section 194 of the Act, at the rate of 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN / have not registered their valid PAN details in their account, TDS at the rate of 20% shall be deducted under Section 206AA of the Act.

##### a. Resident Individuals:

No tax shall be deducted on the dividend payable to resident individuals if –

- i. Total dividend amount to be received by them during the Financial Year 2024-25 does not exceed ₹5,000/; or
- ii. The shareholders provide Form 15G (applicable to individual) / Form 15H (applicable to an Individual above the age of 60 years), provided that all the required eligibility conditions are met. Please note that all fields are mandatory to be filled up and Company may at its sole discretion reject the form if it does not fulfil the requirement of law.

#### Note:

1. Recording of the Permanent Account Number (PAN) for the registered Folio/DP ID-Client ID is mandatory.

In the absence of valid PAN, tax will be deducted at a higher rate of 20%, as per Section 206AA of the Act.

2. Shareholders are requested to ensure Aadhaar number is linked with his/her PAN as provided under Section 139(AA)(2) of the Act, as per the timelines prescribed. In case of failure of linking Aadhaar with PAN within the prescribed timelines, PAN shall be considered inoperative and, in such scenario, tax shall be deducted at higher rate of 20% as provided under Section 206AA of the Act.

#### b. Resident Non-Individuals:

No tax shall be deducted on the dividend payable to the following resident non-individuals if they provide details and documents as given below:

- i. Insurance Companies: Self declaration that it qualifies as 'Insurer' as per section 2(7A) of the Insurance Act, 1938 and has full beneficial interest with respect to the ordinary shares owned by it along with self-attested copy of PAN card and certificate of registration with Insurance Regulatory and Development Authority (IRDA)/ LIC/ GIC.
- ii. Mutual Funds: Self-declaration that it is registered with SEBI and is notified under Section 10 (23D) of the Act along with self-attested copy of PAN card and certificate of registration with SEBI.
- iii. Alternative Investment Fund (AIF): Self-declaration that its income is exempt under Section 10 (23FBA) of the Act and they are registered with SEBI as Category I or Category II AIF along with self-attested copy of the PAN card and certificate of AIF registration with SEBI.
- iv. New Pension System (NPS) Trust: Self-declaration that it qualifies as NPS trust and income is eligible for exemption under section 10(44) of the Act and being regulated by the provisions of the Indian Trusts Act, 1882 along with self-attested copy of the PAN card.

- v. Other Non-Individual shareholders: Self-attested copy of documentary evidence supporting the exemption along with self-attested copy of PAN card.
- c. In case, shareholders (both individuals or non-individuals) provide certificate under Section 197 of the Income-tax Act, 1961, for lower / NIL withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.
- d. Benefit under Rule 37BA - In case where shares are held by Clearing Member/ intermediaries/ stock brokers and TDS is to be applied by the Company in the PAN of the beneficial shareholders, then intermediaries/ stock brokers and beneficial shareholders will have to provide a declaration.

## II. For Non-resident Shareholders -

Taxes are required to be withheld in accordance with the provisions of Section 195 and 196D of the Act, as per the rates as applicable. As per the relevant provisions of the Act, the withholding tax shall be at the rate of 20% (plus applicable surcharge and cess) on the amount of dividend payable to them. In case, non-resident shareholders provide a certificate issued under Section 197/195 of the Act, for lower/ Nil withholding of taxes, rate specified in the said certificate shall be considered, on submission of self-attested copy of the same.

Further, as per Section 90 of the Act, the non-resident shareholder has an option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the shareholder, if they are more beneficial to them. For this purpose, i.e. to avail the DTAA benefits, the non-resident shareholders are required to provide the following:

- i. Self-attested copy of the PAN card allotted by the Indian Income Tax authorities. In case, PAN is not available, the non-resident shareholder shall furnish (a) name, (b) email id, (c) contact number, (d) address in residency country, (f) Tax Identification Number of the residency country.
- ii. Self-attested copy of Tax Residency Certificate (TRC) (for the period April 2023 to March 2024) obtained

from the tax authorities of the country of which the shareholder is a resident.

- iii. Self-declaration in Form 10F filed online in the Income Tax portal.
- iv. Self-declaration by shareholder certifying the following:
  - meeting the eligibility requirements under DTAA
  - entitlement to receive the Dividend being a beneficial owner of the Shares for the period 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024.
  - Is and will continue to remain the tax resident of the country of its residence during the period 1<sup>st</sup> April, 2023 to 31<sup>st</sup> March, 2024.
  - Does not have Permanent Establishment (PE) / Place of Effective Management in India
- v. In case of Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs), copy of SEBI registration certificate.

It is recommended that shareholders should independently satisfy its eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.

Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction / withholding on dividend amounts. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

## III. TDS to be deducted at higher rate in case of non-filers of Return of Income

The Finance Act, 2021, has inter alia inserted the provisions of section 206AB of the Act with effect from 1<sup>st</sup> July, 2021. The provisions of section 206AB of the Act require the deductor to deduct tax at higher of the following rates from amount paid/ credited to 'specified person':

- i. At twice the rate specified in the relevant provision of the Act; or
- ii. At twice the rates or rates in force; or
- iii. At the rate of 5%

The 'specified person' means a person who has:

- a. not filed return of income for both of the two assessment years relevant to the two previous years immediately prior to the previous year in which tax is required to be deducted, for which the time limit of filing return of income under sub-section (1) of section 139 has expired; and
- b. subjected to tax deduction/collection at source in aggregate amounting to ₹50,000/- or more in each of such previous years.

The non-resident shareholders who do not have the Permanent Establishment (PE) in India are excluded from the scope of a specified person. In case of a shareholder Section 206AA and Section 206AB both are applicable, then tax will be deducted at higher of the rates provided in these sections. The Central Board of Direct Taxes (CBDT) has vide Circular No. 11 dated 21<sup>st</sup> June, 2021, has clarified that new functionality will be activated for compliance check under section 206AB of the Act. Accordingly, for determination of rate of TDS on Dividend payment, the Company will be using the said Functionality for the purpose of determination of rate of TDS under section 194.

## PAYMENT OF DIVIDEND

The dividend on Equity Shares for FY 2023-24, once approved by the shareholders of the Company at the AGM, will be paid after deducting the tax at source as under:

### A. FOR RESIDENT SHAREHOLDERS:

- Nil withholding in case the total dividend paid is up to ₹5,000/-.
- Nil withholding for resident shareholders in case Form 15G / Form 15H (as applicable) is submitted along with self-attested copy of the PAN linked to Aadhaar.
- NIL/ Lower withholding tax rate on submission of self-attested copy of the certificate issued under Section 197 of the Act.
- 10% for resident shareholders in case PAN is provided / available.
- 20% for resident shareholders in case PAN is not provided / not available/ PAN-Aadhaar linking not done/ non-filers of Return of Income.

### B. FOR NON-RESIDENT SHAREHOLDERS:

- Tax treaty rate (based on tax treaty with India) for beneficial non-resident shareholders, as applicable will be applied on the basis of documents submitted by the non-resident shareholders.
- NIL/ Lower withholding tax rate on submission of self-attested copy of the certificate issued under Section 195/197 of the Act.
- 10% plus applicable surcharge and cess for GDR holders if they provide self-attested copy of the PAN card in accordance with provisions of Section 196C of the Act.
- 20% plus applicable surcharge and cess for non-resident shareholders in case the above mentioned documents are not submitted.

### C. Higher rate as discussed in point III above in case of non-filers of Return of Income, as applicable.

### D. FOR SHAREHOLDERS HAVING MULTIPLE ACCOUNTS UNDER DIFFERENT STATUS / CATEGORY:

Shareholders holding Equity shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

### SUBMISSION OF TAX RELATED DOCUMENTS:

Kindly note that the documents as mentioned above are required to be submitted to the Registrar at email ID: [indocount@linkintime.co.in](mailto:indocount@linkintime.co.in) or update the same by visiting the link <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before 25<sup>th</sup> July, 2024 in order to enable the Company to determine and deduct appropriate TDS / withholding tax rate. Incomplete and/or unsigned forms and declarations will not be considered by the Company.

**No communication/documents on the tax determination / deduction shall be considered post 25<sup>th</sup> July, 2024.**

If the requisite documents and details are not provided by the shareholders within the specified





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time, TDS would be regulated as per the provisions of the Act. In such a case, if TDS is deducted at a rate which is considered higher than the applicable rate of tax in a particular case, refund of such excess TDS may be claimed by the shareholder as provided under law. No claim shall, however, lie against the Company for such deduction of TDS. Shareholders will also be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account at <https://www.incometax.gov.in/iec/foportal/>.

Further, shareholders who have not registered their email address are requested to register the same with our RTA at weblink: [https://liiplweb.linkintime.co.in/EmailReg/Email\\_Register.html](https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html). Shareholders are further requested to complete necessary formalities with regard to their Bank accounts updation for enabling the Company to make timely credit of dividend in respective bank accounts. For any queries related to the payment of dividend, shareholders can write on email Id's i.e. [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com) or [indocount@linkintime.co.in](mailto:indocount@linkintime.co.in).



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