



Complete Comfort

February 25, 2022

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: Postal Ballot Notice**

Dear Sir/Madam,

Pursuant to the Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Postal Ballot Notice (including explanatory statement and detailed instructions for remote e-voting) ("Notice") dated February 7, 2022 being sent to the members of Indo Count Industries Limited ("the Company") today, for seeking their approval through Postal Ballot by voting through electronic means ("Remote e-voting") only for the following resolutions included in the said Notice:

1. Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings upto the revised limit of Rs. 2500 crores (Special Resolution)
2. Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge upto the revised limit of Rs. 2500 crores (Special Resolution)
3. To approve remuneration of Mrs. Gayatri Devi Jain, Vice President (Head - Organizational Culture) holding office or place of profit (Ordinary Resolution)

In compliance with the provisions of General Circulars No. 14/2020, No. 17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021 and No. 20/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021 and 8<sup>th</sup> December, 2021 respectively issued by the Ministry of Corporate Affairs ("MCA") (hereinafter collectively referred to as "MCA Circulars"), this Postal Ballot Notice is being sent through electronic mode only to all its Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ("RTA") /Depositories and whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company/RTA/Depositories as on Tuesday, February 22, 2022 ("Cut-off Date"). Further, the members whose email ids are not registered, can register the same by following the process specified in the Notice for registration of email ids. The communication of the assent or dissent of the Members would take place only through the remote e-voting system. In compliance with the requirements of the MCA Circulars, hard copy of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot.

Please note that the remote e-voting would commence on Sunday, February 27, 2022 at 9.00 a.m. (IST) and shall end on Monday, March 28, 2022 at 5.00 p.m. (IST) (both days inclusive). During this period, members holding shares as on February 22, 2022 ("Cut-off Date") can cast their vote through remote e-voting. The Company has engaged the services of National Securities Depository Limited ("NSDL") for remote e-voting. Members are requested to follow the procedure stated in the Notes and instructions in the Notice for remote e-voting.



## Indo Count Industries Ltd

Head Office: 301, Arcadia, 3rd Floor, Nariman Point, Mumbai - 400 021, Maharashtra, India; T: 022 4341 9500, F: 022 2282 3098  
Marketing Office: Dosti Imperia, 2nd floor, Manpada, Ghodbunder Road, Thane (w) - 400 607, Maharashtra, India; T: 022 4151 1800, F: 022 2172 0121  
Home Textile Division: T3, Kagal - Hatkanangale Five Star, MIDC Ind. Area, Kolhapur - 416216, Maharashtra, India; T: 0231 662 7900, F: 0231 662 7979  
Spinning Division: D1, MIDC, Gokul Shirgaon, Kolhapur - 416234, Maharashtra, India; T: 0231 268 7400, F: 0231 267 2161  
Regd. Office: Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur - 416 109, Maharashtra, India; T: 0230 2463100 / 2461929  
CIN: L72200PN1988PLC068972, E: info@indocount.com, W: www.indocount.com



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Further, the notice of Postal Ballot is available on the website of the Company at <https://www.indocount.com/images/investor/Notice-of-Postal-Ballot.pdf> and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The results of the Postal Ballot will be announced within two working days after the conclusion of remote e-voting i.e. on or before Wednesday, March 30, 2022.

You are requested to kindly take note of the same.

Thanking you,

Yours faithfully,

For Indo Count Industries Limited

Amruta Avasare  
Company Secretary & Compliance Officer  
Membership No.: A18844



Encl.: A/a

## Indo Count Industries Ltd

Head Office: 301, Arcadia, 3rd Floor, Nariman Point, Mumbai - 400 021, Maharashtra, India; T: 022 4341 9500, F: 022 2282 3098  
Marketing Office: Dosti Imperia, 2nd floor, Manpada, Ghodbunder Road, Thane (w) - 400 607, Maharashtra, India; T: 022 4151 1800, F: 022 2172 0121  
Home Textile Division: T3, Kagal - Hatkanangale Five Star, MIDC Ind. Area, Kolhapur - 416216, Maharashtra, India; T: 0231 662 7900, F: 0231 662 7979  
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Regd. Office: Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur - 416 109, Maharashtra, India; T: 0230 2463100 / 2461929  
CIN: L72200PN1988PLC068972, E: [info@indocount.com](mailto:info@indocount.com), W: [www.indocount.com](http://www.indocount.com)





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## INDO COUNT INDUSTRIES LIMITED

CIN: L72200PN1988PLC068972

**Registered Office:** Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road,  
Taluka Hatkanangale, Kolhapur – 416109 Maharashtra, India

**Tel No.:** + 91 230 2463100/2461929;

**Corporate Office:** 301, 3<sup>rd</sup> Floor, Arcadia, Nariman Point, Mumbai -400 021

**Tel No.:** + 91 22 43419500 / 501; **Fax No.:** + 91 22 22823098

**Email:** [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com); **Website:** [www.indocount.com](http://www.indocount.com)

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### Notice of Postal Ballot

Dear Member(s),

**NOTICE** is hereby given, pursuant to the Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) read with rules made thereunder (“Rules”), as amended from time to time, General Circulars No.14/2020, No.17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021 and No. 20/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021 and 8<sup>th</sup> December, 2021 respectively issued by the Ministry of Corporate Affairs (“MCA”) (hereinafter collectively referred to as “MCA Circulars”), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard - 2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations, if any, for seeking approval of the members of Indo Count Industries Limited (“the Company”) through Postal Ballot by voting through electronic means (“Remote e-voting”) only for the resolutions as set out hereinafter.

In compliance with the aforesaid provisions and MCA circulars, this Postal Ballot Notice is being sent through electronic mode only to all its Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent (“RTA”) / Depositories and whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company/ RTA/Depositories as on Tuesday, February 22, 2022 (“Cut-off Date”). If your e-mail address is not registered with the Company/ RTA/Depositories, please follow the process provided in the notes for registration of e-mail ID. The communication of the assent or dissent of the Members would take place only through the remote e-voting system. In compliance with the requirements of the MCA Circulars, hard copy of the Postal Ballot Notice along with the Postal Ballot Forms and Pre-paid Business Reply Envelope will not be sent to the members for this Postal Ballot.

Pursuant to the Regulation 44 of the Listing Regulations and the provisions of Section 108 of the Act read with the Rules, the Company has provided to all the members (whether holding shares in physical or in dematerialized form) the facility to exercise their right to vote on the proposed resolutions included in this Notice of the Postal Ballot by remote e-voting, through the platform of National Securities Depository Limited (“NSDL”).

The remote e-voting period commences from 9.00 a.m. (IST) on Sunday, February 27, 2022 and ends at 5.00 p.m. (IST) on Monday, March 28, 2022. The remote e-voting module shall be disabled by NSDL after 5.00 p.m. (IST) on Monday, March 28, 2022 for voting thereafter. Members are requested to follow the procedure stated in the Notes and instructions which forms the part of this Notice, for remote e-voting.

In accordance with Rule 22 (5) of the Rules, the Board of Directors of the Company has appointed Mr. Vikas R. Chomal, Practicing Company Secretary (Membership No: A24941, COP No: 12133), Proprietor of Vikas R. Chomal & Associates, to act as the Scrutinizer for conducting this Postal Ballot through remote e-voting process, in a fair and transparent manner. The Scrutinizer will submit his Report to the Chairman or any person authorized by him, after completion of scrutiny of votes cast by remote e-voting. The results of the Postal Ballot will be announced within two working days after the conclusion of remote e-voting i.e. on or before Wednesday, March 30, 2022. The results declared along with the Scrutinizer’s Report will 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.nsd.com](http://www.evoting.nsd.com) and will be communicated to BSE Limited and National Stock Exchange of India Limited (NSE) where the equity shares of the Company are listed.



## **Proposed Resolutions:**

### **Item No. 1**

#### **Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings upto the revised limit of Rs. 2500 crores**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (c) of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and in supersession of earlier resolutions passed by the members of the Company in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) for borrowing from time to time, by way of loans, credit facilities, debt instruments or in any other forms, any such sum or sums of money (either Indian or foreign currency) from Banks, Financial Institutions, Bodies Corporate, Companies, firms or any one or more persons on such terms and conditions and with or without security as the Board may think fit, notwithstanding that monies to be borrowed together with monies already borrowed by the Company (apart from temporary loans obtained from the Company’s Bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company, provided that the total amount so borrowed (other than temporary loans from the Company’s bankers in the ordinary course of business) and outstanding at any point of time shall not exceed a sum of Rs. 2500 Crores (Rupees Two Thousand Five Hundred Crores Only);

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to execute such documents and to perform all such acts, deeds, matters and things as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

### **Item No. 2**

#### **Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge upto the revised limit of Rs. 2500 crores**

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 180 (1) (a) and all other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Memorandum and Articles of Association of the Company and in supersession of earlier resolutions passed by the members of the Company in this regard, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to create such charges, mortgages and hypothecations in addition to the existing charges, mortgages and hypothecations created by the Company, on such movable and immovable properties, both present and future, for the purpose of due payment of the principal and/or together with interest, charges, costs, expenses and all other monies payable by the Company in respect of such borrowings and in such form, manner and with such ranking and on such terms & conditions, as the Board may deem fit, in favour of the Lenders / Security Trustee, provided that the aggregate indebtedness secured by the assets/properties of the Company shall not at any time exceed the aggregate limit of Rs. 2500 Crores (Rupees Two Thousand Five Hundred Crores Only);

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things, execute such documents as may be considered necessary, desirable or expedient for giving effect to this Resolution.”

### **Item No. 3**

#### **To approve remuneration of Mrs. Gayatri Devi Jain, Vice President (Head - Organizational Culture), holding office or place of profit**

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) of the Companies Act, 2013 read with Companies (Meetings of Board and its powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and

SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members of the Company be and is hereby accorded for the payment of remuneration of Rs. 4,00,000/- (Rupees Four Lakhs Only) per month and other reimbursements, benefits as mentioned in the explanatory statement to Mrs. Gayatri Devi Jain, Vice President (Head - Organizational Culture) of the Company, a related party holding office or place of profit, with effect from the date of approval of the members of the Company, with liberty and authority to the Board of Directors of the Company to alter and vary the terms and conditions of the remuneration, as per the Company's policy, as mentioned in the explanatory statement;

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, matters and things as may be required or necessary to give effect to the above resolution.”

**By order of the Board  
For Indo Count Industries Limited**

**Amruta Avasare  
Company Secretary  
M. No: A18844**

Date: 7<sup>th</sup> February, 2022  
Place: Mumbai

**Registered Office:**

Office No. 1, Plot No. 266,  
Village Alte, Kumbhoj Road,  
Taluka Hatkanangale, Dist. Kolhapur – 416109

**Notes:**

1. An Explanatory Statement, pursuant to the provisions of Section 102 of the Companies Act, 2013 (“Act”), read with relevant rules (“Rules”), stating all material facts and reasons pertaining to the above proposed resolutions contained in this Postal Ballot Notice is annexed hereto.
2. A copy of this Postal Ballot Notice will be available on the Company's website [www.indocount.com](http://www.indocount.com) and on the websites of the BSE Limited (“BSE”) [www.bseindia.com](http://www.bseindia.com) and National Stock Exchange of India Limited (“NSE”) [www.nseindia.com](http://www.nseindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
3. In compliance with the provisions of MCA General Circulars No.14/2020, No.17/2020, No. 22/2020, No. 33/2020, No. 39/2020, No. 10/2021 and No. 20/2021 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021 and 8<sup>th</sup> December, 2021, respectively, the Company has sent this Postal Ballot Notice through email / electronic mode only to all the Members, whose names appear in the Register of Members / List of Beneficial Owners maintained by the Company/RTA/Depositories as on Tuesday, February 22, 2022 (“**Cut-off Date**”) and who have registered their e-mail addresses with the Company/RTA/ Depositories.

The process for those Members whose email addresses are not registered with the Company/Registrar and Transfer Agent/ Depositories Participants is given below. Members are requested to follow below procedure for Registration/ updating Email ID, Bank details, Mobile Number & other details:

Click on the URL: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html)

- a. Select the Name of the Company from dropdown: Indo Count Industries Limited.
- b. Enter DP and Client ID (if shares held in electronic form)/Folio number (if shares held in physical form) and Permanent Account Number (“**PAN**”). In the event PAN details are not registered for physical folio, Member to enter one of the Share Certificate number.
- c. Enter Mobile number & e-mail ID.
- d. System generated One Time Password (“**OTP**”) to be sent on mobile number and e-mail ID.
- e. Enter OTP received on mobile number and e-mail ID.



- f. Click on Submit button.
  - g. System will then confirm the recording of the e-mail address.
4. All the relevant documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection by the Members at the Registered Office of the Company during working hours on all working days, except Saturdays, Sundays and National Holidays between 11.00 a.m. and 1.00 p.m. upto the date of declaration of the results of Postal Ballot. Additionally, for online inspection, members who wish to inspect relevant documents referred to in the accompanying Notice and the Explanatory Statement are requested to send an email to [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com).
  5. The voting rights of Members for electronic voting shall be in proportion to the paid up value of their shares in the equity share capital of the Company as on cut-off date i.e. close of business hours of Tuesday, February 22, 2022. Voting Rights in the Postal Ballot cannot be exercised by a proxy. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
  6. **The instructions for remote e-voting are as under:**

In compliance with the provisions of Sections 108 and 110 of the Act and rules made thereunder and MCA circulars and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), the Company has provided the facility of remote e-voting to all Members, to enable them to cast their votes electronically. The Company has engaged the services of NSDL to provide remote e-voting facility to its Members.

Some of the important details regarding the remote e-voting facility are provided below.

Cut-off date for determining the Members entitled to vote	Tuesday, February 22, 2022
Commencement of remote e-voting period	Sunday, February 27, 2022 at 9.00 a.m. (IST)
End of remote e-voting period	Monday, March 28, 2022 at 5.00 p.m. (IST)

The remote e-voting module shall be disabled by NSDL after 5.00 p.m. (IST) on Monday, March 28, 2022 for voting thereafter.

**7. The details of the process and manner for remote e-voting are explained herein below:**

*The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*


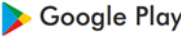


**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

Pursuant to SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	1. 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 “Beneficial Owner” icon under “Login” which is available under ‘IDEAS’ 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 “Access to e-Voting” 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.

Type of shareholders	Login Method
	<p>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></p> <p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.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 ‘<b>Shareholder/Member</b>’ 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.</p> <p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 20px; margin-top: 10px;">   </div>
<p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <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 provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</p>
<p><b>Individual Shareholders (holding securities in demat mode) - login through their depository participants</b></p>	<p>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. <b>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.</p>

**Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.**

**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 demat mode with NSDL	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 demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk. <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at 022- 23058738 or 022-23058542-43

**B) Login Method 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 on NSDL e-Voting system**

### **How to cast your vote electronically 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period. EVEN of Company is 119423.
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 Members

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [csvrca@gmail.com](mailto:csvrca@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
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, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) / [pallavid@nsdl.co.in](mailto:pallavid@nsdl.co.in).

### Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password 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), AADHAR (self attested scanned copy of Aadhar 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), AADHAR (self attested scanned copy of Aadhar 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 for Individual shareholders holding securities in demat mode.
3. 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.
4. In terms of SEBI circular dated December 9, 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.

### Other Instructions:

1. In accordance with Rule 22 (5) of the Rules, the Board of Directors has appointed Mr. Vikas R. Chomal, Practicing Company Secretary (Membership No: A24941, COP No: 12133), Proprietor of Vikas R. Chomal & Associates, to act as the Scrutinizer for conducting the Postal Ballot through remote e-Voting process, in a fair and transparent manner.
2. The Scrutinizer shall after the conclusion of remote e-voting unblock the votes, scrutinize the votes cast by remote e-voting and will submit his Report to the Chairman of the Company or any person authorized by him, within two working days after the conclusion of remote e-voting i.e. on or before Wednesday, March 30, 2022.
3. The results of the Postal Ballot will be announced on or before Wednesday, March 30, 2022. The results along with the Scrutinizer’s Report will 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 will be communicated to BSE Limited and National Stock Exchange of India Limited (NSE) where the equity shares of the Company are listed.
4. The resolutions, if passed by requisite majority, shall be deemed to have been passed on the last date for remote e-voting i.e. Monday, March 28, 2022.

## **ANNEXURE TO THE NOTICE**

### **Explanatory Statement (Pursuant to Section 102 of the Companies Act, 2013)**

#### **Item Nos. 1 and 2**

#### **Authority to the Board of Directors under Section 180 (1) (c) of the Companies Act, 2013 for borrowings upto the revised limit of Rs. 2500 crores and Authority to the Board of Directors under Section 180 (1) (a) of the Companies Act, 2013 for creation of charge upto the revised limit of Rs. 2500 crores**

At the Annual General Meeting (“AGM”) of the Company held on 26<sup>th</sup> July, 2016, the members of the Company had accorded their consent to the Board of Directors of the Company (“Board”) for borrowing monies (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) upto Rs. 1600 Crores under Section 180(1)(c) of the Companies Act, 2013. The members of the Company at the said AGM had also accorded their consent to the Board to create charge on properties or assets of the Company to secure borrowings upto Rs. 1600 crores under Section 180(1)(a) of the Companies Act, 2013.

In view of the increase in business activities, keeping in view the future plans of the Company and to fulfill long term strategic and business objectives, the Board of Directors at its meeting held on 7<sup>th</sup> February, 2022 proposed and approved increase in the borrowing limit from Rs. 1600 Crores to Rs. 2500 Crores (Rupees Two Thousand Five Hundred Crores) pursuant to Section 180 (1)(c) of the Companies Act, 2013 and accordingly, increase the limit for creation of charge to secure the indebtedness upto the aggregate limit of Rs. 2500 Crores (Rupees Two Thousand Five Hundred Crores) pursuant to Section 180 (1)(a) of the Companies Act, 2013, subject to the approval of the members of the Company.

Pursuant to the provisions of Section 180(1)(c) of the Companies Act, 2013, the Board of Directors have the powers to borrow money, where the money to be borrowed, together the monies already borrowed by the company (apart from temporary loans obtained from the company’s bankers in the ordinary course of business) exceeds aggregate of the paid-up share capital, free reserves and securities premium of the Company, with the consent of the Shareholders of the Company by way of Special Resolution.

Further, pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013, the Board of Directors have the powers to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company with the consent of the Shareholders of the Company by way of a Special Resolution.

In order to secure the borrowings, the Company may be required to create security by way of mortgage/ charge/ hypothecation on its assets and properties both present and future. The terms of such security may include a right in certain events of default, to take over control of the said assets and properties of the Company. Since creation of charge on properties and assets of the Company with the right of taking over the control in certain events of default may be considered to be a sale/ lease/ disposal of the Company’s undertaking within the meaning of Section 180(1)(a) of the Companies Act, 2013, it is proposed to seek approval of the shareholders of the Company for increasing the existing limits to Rs. 2500 Crores.

Accordingly, the approval of the members of the Company is sought for increase in the borrowing limits and to secure such borrowings by the creation of charge on assets/properties of the Company upto Rs. 2500 Crores as stated in the resolutions.

The Board of Directors therefore recommends the resolutions as set out in Item Nos. 1 and 2 of the Notice for approval of members of the Company by way of Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the said resolutions.

#### **Item No. 3**

#### **To approve remuneration of Mrs. Gayatri Devi Jain, Vice President (Head - Organizational Culture), holding office or place of profit**

Mrs. Gayatri Devi Jain is associated with the Company from more than 2 decades. Mrs. Gayatri Devi Jain has held various positions in the organization and has played a significant role in Corporate Culture, HR and General Business Administration.

Currently, Mrs. Gayatri Devi Jain holds position of Vice President (Head- Organizational Culture) in the Company at a remuneration of Rs. 2,50,000/- per month.

Mrs. Gayatri Devi Jain has vast experience of more than 25 years in General Business Administration and Corporate Culture etc. Considering her vast knowledge, rich experience and valuable contributions, on the recommendation of the Nomination and Remuneration Committee (NRC) and approval by the Audit Committee, the Board of Directors of the Company at its meeting held on 7<sup>th</sup> February, 2022, accorded its consent for payment of remuneration of Rs. 4,00,000/- per month, other reimbursements and benefits as mentioned in "Monetary Value" below.

Mrs. Gayatri Devi Jain, being spouse of Mr. Anil Kumar Jain, Executive Chairman and mother of Mr. Mohit Jain, Executive Vice Chairman of the Company, is a related party. Pursuant to Section 188 of the Companies Act, 2013 read with Rules made thereunder, appointment of any related party to any office or place of profit in the Company, at a monthly remuneration exceeding threshold limit as prescribed in Rule 15 of the of the Companies (Meeting of the Board and its Powers) Rules, 2014, is subject to the approval of the members by way of an ordinary resolution. However, the provisions of Section 188(1) are not applicable for the transactions in the ordinary course of business and at arm's length basis. Though the said related party transaction, specified in the resolution, is in the ordinary course of business and at arm's length basis, as a matter of abundant caution, the approval of the members of the Company is sought. Further, the transaction is not a material related party transaction as defined under Regulation 23(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Pursuant to Rule 15 of the Companies (Meetings of the Board and its Powers) Rules, 2014, the information required is given below:

- Name of Related Party: Mrs. Gayatri Devi Jain
- Name of Director or KMP who is Related: Mr. Anil Kumar Jain, Executive Chairman and Mr. Mohit Jain, Executive Vice Chairman
- Nature of relationship: Mrs. Gayatri Devi Jain, is spouse of Mr. Anil Kumar Jain, Executive Chairman and mother of Mr. Mohit Jain, Executive Vice Chairman of the Company.
- Nature, material terms, monetary value and particulars of contract or arrangement:
  1. Nature & Material Terms: Mrs. Gayatri Devi Jain is holding position of "Vice President (Head - Organizational Culture)" of Company and approval of the members of the Company is sought for payment of remuneration to Mrs. Gayatri Devi Jain, during her employment with the Company, as stated in the resolution and more specifically provided below.
  2. Monetary Value:
    - A. Remuneration: Rs. 4,00,000/- (Rupees Four Lakhs Only) per month by way of salary/ allowance/ perquisites. The remuneration, if approved by members of the Company, shall be effective from the date of passing of resolution by members of the Company, with liberty and authority to the Audit Committee & Board to approve increment, as per Company's policy, with a cap of 10% every year.
    - B. Reimbursements: All the expenses incurred on travelling, boarding, lodging etc. while performing the duties for and on behalf of the Company shall be reimbursed on actual basis.
    - C. Facilities: Requisite office facilities, medical insurance, LTA, communication facilities and other benefits as per the Company's policy.
- Any other information relevant or important for the members to take a decision on the proposed resolution - None

The Board recommends the ordinary resolution as set out in Item No. 3 of the accompanying Notice for the approval of the members of the Company.



Other than Mr. Anil Kumar Jain, Executive Chairman and Mr. Mohit Jain, Executive Vice Chairman and their relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives, are concerned or interested in the proposed Resolution. Further, no member of the company will vote on the proposed resolution, if such member is a related party.

**By order of the Board  
For Indo Count Industries Limited**

**Amruta Avasare  
Company Secretary  
M. No: A18844**

Date: 7<sup>th</sup> February, 2022  
Place: Mumbai

**Registered Office:**

Office No. 1, Plot No. 266,  
Village Alte, Kumbhoj Road,  
Taluka Hatkanangale, Dist. Kolhapur – 416109