



Complete Comfort

October 14, 2021

National Stock Exchange of India Ltd.  
Listing Department  
Exchange Plaza,  
Bandra Kurla Complex, Bandra (East),  
Mumbai – 400 051

BSE Limited  
Department of Corporate Services  
Floor 25, Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

Company Symbol : ICIL

Scrip Code: 521016

**Subject: Copies of Newspaper Advertisement of NCLT convened Meeting of the Equity Shareholders of the Company**

In terms of the order dated August 18, 2021 in the Company Scheme Application No. CA(CAA)/143/MB/2021 passed by the Hon'ble National Company Law Tribunal, Mumbai Bench, the Company has published advertisement on October 14, 2021 in newspapers viz: Business Standard (All India editions), Times of India (Kolhapur Edition) in English language, Pudhari (Kolhapur Edition) and Navshakti (All India editions) in Marathi language, informing about meeting of the Equity Shareholders of the Company to be held on Monday, November 15, 2021 at 2:30 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") ("NCLT to consider and approve scheme of amalgamation (by way of merger by absorption) of Pranavadiya Spinning Mills Limited ("Transferor Company") with Indo Count Industries Limited ("Transferee Company") and their respective shareholders, under Sections 230 to 232 of the Companies Act, 2013 ("Act") and other applicable provisions of the Act read with rules framed thereunder.

In terms of the provisions of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we are enclosing herewith the copies of following newspapers advertisements published on October 14, 2021:

1. Business Standard (All India editions) in English Language
2. Times of India (Kolhapur Edition) in English language
3. Pudhari (Kolhapur Edition) in Marathi language
4. Navshakti (All India editions) in Marathi language

We request you to take the above information on record.

Yours truly,

For Indo Count Industries Limited

Amruta Avasare  
Company Secretary & Compliance Officer  
Membership No: A18844



Encl.: As Above

## 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



# Dish TV 'no' to YES EGM demand

ABHIJIT LELE  
Mumbai, 13 October

The board of Dish TV on Wednesday rejected YES Bank's demand to hold an extraordinary general meeting (EGM) to consider resolutions citing regulatory limitations and the absence of approvals from the government and lenders.

YES Bank, which holds a 25.93 per cent stake in DTL, had sought the removal of directors, including Managing Director Jawahar Lal Goel, and the appointment of the bank's own nominees.

The bank had sought their removal for the alleged hasty and arbitrary decision to proceed with the rights issue, despite its objections.

DTL in a filing with the BSE said the board had considered facts, legal



**YES Bank, which holds a 25.93 per cent stake in DTL, had sought the removal of directors, including Managing Director Jawahar Lal Goel, and the appointment of the bank's own nominees**

advice and opinions of various legal experts on the matter

YES Bank's stake in the company is because of the invocation of pledged shares. Hence, there are embargos under regulations and laws (Banking Regulation Act, 1949 and SEBI's Substantial Acquisition of Shares and

Takeovers regulations) which prevent it from placing resolutions before the shareholders.

Also, YES Bank needs prior approval from the government (Ministry of Information and Broadcasting) in respect of national security clearance, and the company's

lenders before placing such proposals before shareholders.

"The board has considered its fiduciary duties and it shall be in violation of extant laws if it acts upon the notice. The board unanimously agreed that the EGM cannot be called, as sought by YBL," the company said.

On September 21, YES Bank had asked Dish TV to call an EGM to induct its seven nominees on the board and remove Goel and four directors. YES Bank had lent ₹3,000 crore to Essel Group promoters but as they defaulted on loans, the bank invoked pledged shares of the promoters in May last year. Goel is the younger brother of Subhash Chandra whose flagship firm, ZEE Entertainment Enterprises announced a merger with its rival, Sony to create a \$2-billion entertainment major.

# Sputnik Light has 70% Delta efficacy: RDIF

SOHINI DAS  
Mumbai, 13 October

The Russian Direct Investment Fund (RDIF) has claimed that its Covid-19 vaccine Sputnik Light, a single dose shot or the first dose component of Sputnik V, shows 70 per cent efficacy against the Delta variant of the Sars-CoV-2 virus. In people under 60 years, the vaccine is even more effective at 75 per cent, the RDIF said.

The developer of the vaccine, Gamaleya Center, has submitted its analysis of the efficacy of Sputnik Light against the Delta variant to the medRxiv preprint server for health sciences for publication this week.

"Sputnik Light has demonstrated a superior efficacy compared with some two-shot vaccines, which have shown a major decline in the efficacy against the Delta variant to less than 50 per cent five months after injection," said Kirill Dmitriev, CEO of RDIF, while interacting with the media from Moscow.

Standalone use of Sputnik Light also provides much higher efficacy against severe disease and hospitalisations, RDIF claimed. "The analy-

sis was conducted based on data from 28,000 participants who had received a single dose of Sputnik Light, compared with a control group of 5.6 million individuals who were not vaccinated. The data used in the study was collected in July 2021 in Moscow," it said in a statement.

The two-dose Sputnik V vaccine shows efficacy over 83 per cent against infection and over 94 per cent against hospitalisation.

Dmitriev said that Sputnik Light can thus act as a booster shot for even those who have been vaccinated with other vaccines like mRNA candidates. "We are working with AstraZeneca, Sinopharm, and Moderna to test a mix-and-match approach of two different vaccines."

RDIF has 20 manufacturing partners across 10 countries and almost 50 per cent of the Sputnik vaccine production happens outside Russia.

As such in India, the Subject Expert Committee (SEC) under the Central Drugs Standard Control Organisation has recommended the conduct of Phase III clinical trials of Russia's single-dose Covid-19 vaccine Sputnik Light in September.

# Personal care brand Plum to open over 50 stores by 2023

PEERZADA ABRAR  
Bengaluru, 13 October

Plum, the direct-to-consumer beauty and personal care brand, said it aims to open more than 50 offline stores across India by 2023 as part of its strategy. The company has a 3 million-strong customer base and serves 300,000 customers on a monthly basis.

The firm on Wednesday announced the opening of its first-ever exclusive store at R-City Mall in Mumbai, with the goal of catering to a diverse customer base through online and offline retail touchpoints. The opening of exclusive stores reflects the company's strategy to develop "phygital" channels to serve its customers and building a true omnichannel approach to deliver customer delight and propel growth.

"With the opening of our first exclusive store in India, we are looking to bring back the richness of human face-to-face interactions, thereby, adding to the joy of consuming the product," said Shankar Prasad, CEO and founder, Plum. "We have charted out a roadmap for the next two years wherein we will be opening over 50 stores across the country."

# Toch.ai raises \$11.75 million

Toch.ai, a software-as-a-service platform announced an \$11.75-million Series A funding by Moneta Ventures, Baring Private Equity India, Binny Bansal, Ventureast, 9 Unicorns, Anthill Ventures, Cathexis Ventures, SOSV, Artesian and Innoven Capital. The firm provides its technology to entertainment companies, streaming apps, and media platforms globally to edit and present digital video content. The funding will be used to scale up technology infrastructure and venture expansion into global markets with a specific focus on foreign markets. The firm was founded in 2016 by Vinayak Shrivastav, Saket Dandotia and Alok Patil. The \$224-billion digital video content and digital video advertising industry has long been plagued with time-consuming, manual processes. PEERZADA ABRAR

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**NOTICE OF EGM / SPECIFIED / CUT-OFF DATE**

[IN RESPECT OF ELECTION OF ONE SHAREHOLDER DIRECTOR]

The Bank has decided to initiate the process of Election of One Director amongst the Shareholders other than the Central Government.

Pursuant to Bank of Baroda General (Shares & Meetings) Regulations 1998 as amended (The Regulations) and other applicable Rules, Notice is hereby given that **Friday, 29<sup>th</sup> October 2021** has been fixed as the **Specified / Cut-off Date** for the purpose of determining Shareholders who shall be entitled to participate (i.e., nominate, contest and vote) in the Election of One Director of the Bank, to be elected from amongst Shareholders other than the Central Government to be conducted pursuant to Section 9(3)(i) of the Banking Companies (Acquisition & Transfer of Undertakings) Act, 1970 and other extant laws at the Extraordinary General Meeting (EGM) of the Shareholders of the Bank scheduled to be held on 07<sup>th</sup> December 2021 at 11.00 AM through Video Conferencing (VC) / Other Audio Visual Means (OAVM).

It is further notified that pursuant to the Regulation 65 (ii) of the Regulations the **Last Date** for submission of the nomination forms etc., will be upto 4.00 p.m on or before Monday 22<sup>nd</sup> November 2021.

In compliance of MCA Circular No. 10/2021 dated 23<sup>rd</sup> June 2021, electronic copies of the Notice of the EGM will be sent to all the shareholders whose email addresses are registered with the Bank/Depository Participant(s). Shareholders holding shares in dematerialized mode and whose email ids are not registered are requested to register their email addresses and mobile numbers with their relevant depositories through their depository participants. Shareholders holding shares in physical mode are requested to demat their holdings / furnish their email addresses and mobile numbers with the Bank's Registrar and Share Transfer Agent KFin Technologies Private Limited, at einward.ris@kfinetech.com. The notice of the EGM will also be made available on the Bank's website, at [www.bankofbaroda.in](http://www.bankofbaroda.in), the Stock Exchange websites and on the RTA's website, at <https://evoting.kfinetech.com>

Shareholders will have an opportunity to cast their vote remotely on the business as set forth in the Notice of the EGM through electronic voting system. The manner of voting remotely for shareholders holding shares in dematerialized mode, physical mode and for shareholders who have not registered their email addresses will be provided in the Notice to the shareholders. The details will also be made available on the website of the Bank. Shareholders are requested to visit [www.bankofbaroda.in](http://www.bankofbaroda.in) to obtain such details.

**Shareholders may please note that in term of aforementioned circulars, the Bank will not be sending physical copies of EGM Notice to the Shareholders.**

**For Bank of Baroda**  
**P K Agarwal**  
**Company Secretary**

Place: Mumbai  
Date: 13.10.2021

**INDO COUNT INDUSTRIES LIMITED**

CIN: L72200PN1988PLC068972

Regd. Off.: Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur - 416 109. Tel. No.: (230) 2463100/2461929  
E-mail: [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com); Website: [www.indocount.com](http://www.indocount.com)

**FORM NO. CAA. 2**  
**[Pursuant to Section 230 (3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016]**  
**BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH**  
**CA(CAA)/143/MB/2021**  
**(Under Sections 230 to 232 of the Companies Act, 2013)**

In the matter of the Companies Act, 2013  
And  
In the matter of application under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016  
And  
In the matter of Scheme of Amalgamation (by way of Merger by Absorption) of Pranavadiya Spinning Mills Limited ("Transferor Company" or "First Applicant Company") with Indo Count Industries Limited ("Transferee Company" or "Second Applicant Company" or "The Company")  
And  
their respective shareholders

**Indo Count Industries Limited**  
a public limited company, incorporated under the Companies Act, 1956 having its Registered Office at Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Kolhapur - 416109 Maharashtra, India  
CIN: L72200PN1988PLC068972

**...Second Applicant Company/Transferee Company/ The Company**

**NOTICE AND ADVERTISEMENT OF NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF INDO COUNT INDUSTRIES LIMITED**

**NOTICE** is hereby given that by an order dated August 18, 2021 in the above mentioned Company Scheme Application ("Order"), the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") has directed that a meeting of the equity shareholders of Indo Count Industries Limited ("The Company"), be held for the purpose of considering, and if thought fit, approving the proposed scheme of amalgamation (by way of merger by absorption) of Pranavadiya Spinning Mills Limited ("First Applicant Company"/"Transferor Company") with Indo Count Industries Limited ("The Company"/"Transferee Company"/"Second Applicant Company") and their respective shareholders, under Sections 230 to 232 of the Companies Act, 2013 ("Scheme").

In pursuance of the aforesaid Order and as directed therein, a meeting of the equity shareholders of the Company, will be held on **Monday, November 15, 2021 at 2.30 p.m. (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") ("Meeting") for approval of the scheme following the operating procedures (with requisite modifications as may be required) referred to in Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and circular No. SEBI/HO/CFD/CMD2/CIR/P/2020/79 dated May 12, 2020 and circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Relaxation Circulars").

Pursuant to the aforesaid order passed by the Hon'ble Tribunal and in view of ongoing COVID-19 pandemic, the meeting of members of the Company shall be convened through VC/OAVM and there shall be no meeting requiring physical presence of members at a common venue. Members are requested to attend the meeting through VC/OAVM.

Pursuant to the aforesaid order of NCLT, Notice of the Meeting and Explanatory Statement, together with the annexures accompanying the same has been sent through electronic mode on October 12, 2021 to those Members whose names appear in the register of members/list of beneficial owners as received from Link Intime India Pvt. Ltd., Registrar and Transfer Agent (RTA) as on October 1, 2021 and whose email addresses are registered with the Company/Depositories. Further, members whose email address are not registered, the notice together with the documents accompanying the same, has been dispatched through physical mode on October 12, 2021. If your email ID is not registered, please follow steps mentioned in the Notice of the Meeting for registration of your email ID. The Notice is also available on the websites of the Company at [www.indocount.com](http://www.indocount.com) Stock Exchanges i.e. BSE Limited ("BSE") & National Stock Exchange of India Limited ("NSE") at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case any member wishes to receive a copy of the Notice and/or the Scheme, along with explanatory statement, a request may be sent to the Company at [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com) or the same can be obtained free of charge on any day (except Saturday, Sunday and Public Holidays) from the registered office of Indo Count Industries Limited at Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanangale, Kolhapur - 416109 Maharashtra, India, between 11:00 A.M. to 1:00 P.M. upto the date of meeting.

As this meeting is being held through VC/OAVM, the facility for appointment of proxies by the Equity Shareholders of the Company is not available in the Meeting.

The NCLT has appointed Mr. Kailash R. Lalpuria, Executive Director & CEO (Non-promoter) of the Company, and falling him, Mr. Kamal Mitra, Director (Works) (Non-promoter) of the Company, as the Chairperson of the Meeting, including for any adjournment thereof. Mr. Vikas R. Chomal, (Membership No.: ACS 24941; CP No: 12133), Proprietor of M/s. Vikas R. Chomal & Associates, Practicing Company Secretaries has been appointed as a Scrutinizer to scrutinize the remote e-voting process and e-voting at meeting in a fair and transparent manner.

In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013 read with paragraph 9(a) of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Scheme shall be considered approved by the Equity Shareholders and be acted upon only if (a) the Scheme is approved by majority in number representing three-fourths in value of the Equity Shareholders of the Company; and (b) the votes cast by the public shareholders of the Company in favour of the Scheme are more than the number of votes cast by the public shareholders against it. The Scheme, if approved by the equity shareholders (which includes Public Shareholders), will be subject to the subsequent approval of the NCLT.

**E-VOTING:**

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 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 the platform provided by National Securities Depository Limited (NSDL) to all Members of the Company to enable them to cast their votes electronically, on the resolution mentioned in the notice of the Meeting of the Company. Apart from remote e-voting, the Company has also provided e-voting facility at the meeting through NSDL platform.

**The remote e-voting period begins on Thursday, November 11, 2021 at 9.00 a.m. (IST) and ends on Sunday November 14, 2021 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. Monday, November 8, 2021 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 Sunday, November 14, 2021.**

In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company has fixed Monday, November 8, 2021 as the "cut-off date" to determine the eligibility of members to vote by remote e-voting and e-voting at the meeting. 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. Monday, November 8, 2021, shall be entitled to avail the facility of remote e-voting or e-voting at the meeting. Only those members, who will be present at the Meeting through VC/OAVM facility and who would not have cast their vote by remote e-voting prior to the meeting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the meeting. The members who have casted their vote by remote e-voting can also attend the meeting through VC/OAVM but shall not be entitled to cast their vote again.

Any person who acquires shares of the Company and becomes member of the Company after the notice is sent and holding shares as on the cut-off date i.e. Monday, November 8, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or the Company or RTA. 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. If he/she has forgot his/her password, he/she can reset his/her password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholder holding securities in demat mode 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 i.e. Monday, November 8, 2021 may follow steps mentioned in the Notice of the meeting under "Access to NSDL e-Voting system". In case of any assistance before or during Meeting or any queries related to e-Voting members 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.: 1800-1020-990/1800-224-430 or send a request to Ms. Pallavi Mhatre, Manager, NSDL, Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com).

The report declared along with the Scrutiniser'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.

Sd/-  
Mr. Kailash Lalpuria  
DIN: 00059758  
(Chairperson appointed for the meeting)

Date : October 13, 2021  
Place : Mumbai



## Pranavadiya Spinning Mills Limited

CIN: L1719PN1990PLC058139

Regd. Office: Office No. 2, Plot No. 266, Village Aite, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur - 416 109, Maharashtra.

Tel.: (0230) 2463100/2461929

Email: [investors@pranavadiya.com](mailto:investors@pranavadiya.com); Website: [www.pranavadiya.com](http://www.pranavadiya.com)

FORM NO. CAA. 2

[Pursuant to Section 230 (3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH  
CA(CAA)/143/MB/2021

(Under Sections 230 to 232 of the Companies Act, 2013)

In the matter of the Companies Act, 2013

And

In the matter of application under Sections 230 - 232 and other applicable provisions of the Companies Act, 2013 read with Companies (Compromises, Arrangements and Amalgamations) Rules, 2016.

And

In the matter of Scheme of Amalgamation (by way of Merger by Absorption) of Pranavadiya Spinning Mills Limited ("Transferor Company" or "First Applicant Company" or "The Company") with Indo Count Industries Limited ("Transferee Company" or "Second Applicant Company")

And

their respective shareholders

Pranavadiya Spinning Mills Limited, a public limited company incorporated under the Companies Act, 1956 having its Registered Office situated at Office No. 2, Plot No. 266, Village Aite, Kumbhoj Road, Taluka Hatkanangale, Kolhapur - 416109, Maharashtra, India  
CIN: L1719PN1990PLC058139

...First Applicant Company/Transferor Company/  
The Company

### NOTICE AND ADVERTISEMENT OF NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF PRANAVADIYA SPINNING MILLS LIMITED

NOTICE is hereby given that by an order dated August 18, 2021 in the above mentioned Company Scheme Application ("Order"), the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") has directed that a meeting of the equity shareholders of Pranavadiya Spinning Mills Limited ("The Company"), be held for the purpose of considering, and if thought fit, approving the proposed scheme of amalgamation (by way of merger by absorption) of Pranavadiya Spinning Mills Limited ("First Applicant Company"/"Transferor Company"/"The Company") with Indo Count Industries Limited ("Transferee Company"/"Second Applicant Company") and their respective shareholders, under Sections 230 to 232 of the Companies Act, 2013 ("Scheme").

In pursuance of the aforesaid Order and as directed therein, a meeting of the equity shareholders of the Company, will be held on Monday, November 15, 2021 at 12.30 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") ("Meeting") for approval of the scheme following the operating procedures (with requisite modifications as may be required) referred to in Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and circular No. SEBI/HO/CFD/CMD2/CIRP/2020/79 dated May 12, 2020 and circular No. SEBI/HO/CFD/CMD2/CIRP/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Relaxation Circulars").

Pursuant to the aforesaid order passed by the Hon'ble Tribunal and in view of ongoing COVID-19 pandemic, the meeting of members of the Company shall be convened through VCOAVM and there shall be no meeting requiring physical presence of members at a common venue. Members are requested to attend the meeting through VCOAVM.

Pursuant to the aforesaid order of NCLT, Notice of the Meeting and Explanatory Statement, together with the annexures accompanying the same has been sent through electronic mode on October 12, 2021 to those Members whose names appear in the register of members/list of beneficial owners as received from Bigshare Services Private Limited, Registrar and Transfer Agent (RTA) as on October 1, 2021 and whose email addresses are registered with the Company/Depositories. Further, members whose email address are not registered, the notice together with the documents accompanying the same, has been dispatched through physical mode on October 12, 2021, if your email ID is not registered, please follow steps mentioned in the Notice of the Meeting for registration of your email ID. The same is also available on the websites of the Company at [www.pranavadiya.com](http://www.pranavadiya.com) Stock Exchanges i.e. BSE Limited ("BSE") at [www.bseindia.com](http://www.bseindia.com) and National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case any member wishes to receive a copy of the Notice and/or the Scheme, along with explanatory statement, a request may be sent to the Company at [investors@pranavadiya.com](mailto:investors@pranavadiya.com) or the same can be obtained free of charge on any day (except Saturday, Sunday and Public Holidays) from the registered office of Indo Count Industries Limited at Office No. 2, Plot No. 266, Village Aite, Kumbhoj Road, Taluka Hatkanangale, Kolhapur - 416109 Maharashtra, India, between 11:00 A.M. to 1:00 P.M. upto the date of meeting.

As this meeting is being held through VCOAVM, the facility for appointment of proxies by the Equity Shareholders of the Company is not available in the Meeting.

The Hon'ble Tribunal has appointed Mr. Sushilkumar Agrawal, Independent Director of the Company, and failing him, Ms. Kala Agarwal, Independent Director of the Company, as the Chairperson of the Meeting, including for any adjournment thereof. Further, the Hon'ble Tribunal has appointed Mr. Vikas R. Chomal, (Membership No.: ACS 24941; CP No: 12133), Proprietor of M/s. Vikas R. Chomal & Associates, Practicing Company Secretaries as a Scrutinizer to scrutinize the remote e-voting process and e-voting at meeting in a fair and transparent manner.

In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013 read with paragraph 9(a) of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Scheme shall be considered approved by the Equity Shareholders and be acted upon only if (a) the Scheme is approved by majority in number representing three-fourths in value of the Equity Shareholders of the Company; and (b) the votes cast by the public shareholders of the Company in favour of the Scheme are more than the number of votes cast by the public shareholders against it. The Scheme, if approved by the equity shareholders (which includes Public Shareholders), will be subject to the subsequent approval of the NCLT.

#### E-VOTING:

Pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 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 the platform provided by National Securities Depository Limited (NSDL) to all Members of the Company to enable them to cast their votes electronically, on the resolution mentioned in the notice of the Meeting of the Company. Apart from remote e-voting, the Company has also provided e-voting facility at the meeting through NSDL platform.

The remote e-voting period begins on Thursday, November 11, 2021 at 9.00 a.m. (IST) and ends on Sunday November 14, 2021 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. Monday, November 8, 2021 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 Sunday, November 14, 2021.

In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, the Company has fixed Monday, November 8, 2021 as the "cut-off date" to determine the eligibility of members to vote by remote e-voting and e-voting at the meeting. 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. Monday, November 8, 2021, shall be entitled to avail the facility of remote e-voting or e-voting at the meeting. Only those members, who will be present at the Meeting through VCOAVM facility and who would not have cast their vote by remote e-voting prior to the meeting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the meeting. The members who have casted their vote by remote e-voting can also attend the meeting through VCOAVM but shall not be entitled to cast their vote again.

Any person who acquires shares of the Company and becomes member of the Company after the notice is sent and holding shares as on the cut-off date i.e. Monday, November 8, 2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or the Company or RTA. 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. If he/she has forgot his/her password, he/she can reset his/her password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 224 44 30. In case of Individual Shareholder holding securities in demat mode 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 i.e. Monday, November 8, 2021 may follow steps mentioned in the Notice of the meeting under "Access to NSDL e-Voting system". In case of any assistance before or during Meeting or any queries related to e-voting members 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.: 1800-1020-990/1800-224-430 or send a request to Ms. Pallavi Mhatre, Manager, NSDL. Email: [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or to the Company at [investors@pranavadiya.com](mailto:investors@pranavadiya.com)

The result declared along with the Scrutinizer's Report shall be placed on the website of the Company at [www.pranavadiya.com](http://www.pranavadiya.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 at [www.bseindia.com](http://www.bseindia.com)

Date : October 13, 2021  
Place : MumbaiSd/-  
Mr. Sushilkumar Agrawal  
DIN: 00400892  
(Chairperson appointed for the meeting)

## INDO COUNT INDUSTRIES LIMITED

CIN: L72200PN1988PLC068972

Regd. Office: Office No. 1, Plot No. 266, Village Aite, Kumbhoj Road, Taluka Hatkanangale, Dist. Kolhapur - 416 109, Maharashtra.

Tel. No.: (230) 2463100/2461929

E-mail: [investors@indocount.com](mailto:investors@indocount.com); Website: [www.indocount.com](http://www.indocount.com)

FORM NO. CAA. 2

[Pursuant to Section 230 (3) of the Companies Act, 2013 and Rule 6 and 7 of the Companies (Compromises, Arrangements and Amalgamation) Rules, 2016]

BEFORE THE NATIONAL COMPANY LAW TRIBUNAL, MUMBAI BENCH  
CA(CAA)/143/MB/2021

(Under Sections 230 to 232 of the Companies Act, 2013)

In the matter of the Companies Act, 2013

And

In the matter of application under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 read with the Companies (Compromises, Arrangements and Amalgamations) Rules, 2016

And

In the matter of Scheme of Amalgamation (by way of Merger by Absorption) of Pranavadiya Spinning Mills Limited ("Transferor Company" or "First Applicant Company") with Indo Count Industries Limited ("Transferee Company" or "Second Applicant Company" or "The Company")

And

their respective shareholders

Indo Count Industries Limited a public limited company incorporated under the Companies Act, 1956 having its Registered Office at Office No. 1, Plot No. 266, Village Aite, Kumbhoj Road, Taluka Hatkanangale, Kolhapur - 416109 Maharashtra, India  
CIN: L72200PN1988PLC068972

...Second Applicant Company/Transferee Company/  
The Company

### NOTICE AND ADVERTISEMENT OF NOTICE CONVENING THE MEETING OF THE EQUITY SHAREHOLDERS OF INDO COUNT INDUSTRIES LIMITED

NOTICE is hereby given that by an order dated August 18, 2021 in the above mentioned Company Scheme Application ("Order"), the Hon'ble National Company Law Tribunal, Mumbai Bench ("NCLT") has directed that a meeting of the equity shareholders of Indo Count Industries Limited ("The Company"), be held for the purpose of considering, and if thought fit, approving the proposed scheme of amalgamation (by way of merger by absorption) of Pranavadiya Spinning Mills Limited ("First Applicant Company"/"Transferor Company"/"The Company") with Indo Count Industries Limited ("Transferee Company"/"Second Applicant Company") and their respective shareholders, under Sections 230 to 232 of the Companies Act, 2013 ("Scheme").

In pursuance of the aforesaid Order and as directed therein, a meeting of the equity shareholders of the Company, will be held on Monday, November 15, 2021 at 2.30 p.m. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") ("Meeting") for approval of the scheme following the operating procedures (with requisite modifications as may be required) referred to in Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, General Circular No. 14/2020 dated April 8, 2020 read with General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and circular No. SEBI/HO/CFD/CMD2/CIRP/2020/79 dated May 12, 2020 and circular No. SEBI/HO/CFD/CMD2/CIRP/2021/11 dated January 15, 2021 issued by the Securities and Exchange Board of India ("SEBI Relaxation Circulars").

Pursuant to the aforesaid order passed by the Hon'ble Tribunal and in view of ongoing COVID-19 pandemic, the meeting of members of the Company shall be convened through VCOAVM and there shall be no meeting requiring physical presence of members at a common venue. Members are requested to attend the meeting through VCOAVM.

Pursuant to the aforesaid order of NCLT, Notice of the Meeting and Explanatory Statement, together with the annexures accompanying the same has been sent through electronic mode on October 12, 2021 to those Members whose names appear in the register of members/list of beneficial owners as received from Link India Pvt. Ltd., Registrar and Transfer Agent (RTA) as on October 1, 2021 and whose email addresses are registered with the Company/Depositories. Further, members whose email address are not registered, the notice together with the documents accompanying the same, has been dispatched through physical mode on October 12, 2021, if your email ID is not registered, please follow steps mentioned in the Notice of the Meeting for registration of your email ID. The Notice is also available on the websites of the Company at [www.indocount.com](http://www.indocount.com) Stock Exchanges i.e. BSE Limited ("BSE") 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 and National Securities Depository Limited ("NSDL") at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

In case any member wishes to receive a copy of the Notice and/or the Scheme, along with explanatory statement, a request may be sent to the Company at [investors@indocount.com](mailto:investors@indocount.com) or the same can be obtained free of charge on any day (except Saturday, Sunday and Public Holidays) from the registered office of Indo Count Industries Limited at Office No. 1, Plot No. 266, Village Aite, Kumbhoj Road, Taluka Hatkanangale, Kolhapur - 416109 Maharashtra, India, between 11:00 A.M. to 1:00 P.M. upto the date of meeting.

As this meeting is being held through VCOAVM, the facility for appointment of proxies by the Equity Shareholders of the Company is not available in the Meeting.

The NCLT has appointed Mr. Kalish R. Lalpuria, Executive Director & CEO (Non-promoter) of the Company, and failing him, Mr. Kamal Mitra, Director (Works) (Non-promoter) of the Company, as the Chairperson of the Meeting, including for any adjournment thereof. Mr. Vikas R. Chomal, (Membership No.: ACS 24941; CP No: 12133), Proprietor of M/s. Vikas R. Chomal & Associates, Practicing Company Secretaries has been appointed as a Scrutinizer to scrutinize the remote e-voting process and e-voting at meeting in a fair and transparent manner.

In accordance with the provisions of Sections 230 to 232 of the Companies Act, 2013 read with paragraph 9(a) of SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017, the Scheme shall be considered approved by the Equity Shareholders and be acted upon only if (a) the Scheme is approved by majority in number representing three-fourths in value of the Equity Shareholders of the Company; and (b) the votes cast by the public shareholders of the Company in favour of the Scheme are more than the number of votes cast by the public shareholders against it. The Scheme, if approved by the equity shareholders (which includes Public Shareholders), will be subject to the subsequent approval of the NCLT.

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Date : October 13, 2021  
Place : MumbaiSd/-  
Mr. Kalish Lalpuria  
DIN: 00658728  
(Chairperson appointed for the meeting)







