



Complete Comfort

August 12, 2021

**National Stock Exchange of India Ltd.**

Listing Department  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (East), Mumbai 400 051  
**Company Symbol: ICIL**

**BSE Limited**

Department of Corporate Services  
Floor 25, Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai - 400 001  
**Scrip Code No.: 521016**

**Sub.: Notice of 32<sup>nd</sup> Annual General Meeting**

Dear Sir/Madam,

We are enclosing herewith notice of Thirty Second (32<sup>nd</sup>) Annual General Meeting (AGM) of Indo Count Industries Limited ("the Company") to be held on Friday, September 3, 2021 at 12:30 p.m. (IST) through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

The said notice is also available on the website of the Company at [www.indocount.com](http://www.indocount.com).

Kindly take same on record.

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: 91 22 4341 9500, F: 91 22 2282 3098  
Marketing Office: Dosti Imperia, 2nd floor, Manpada, Ghodbunder Road, Thane (w) - 400 607, Maharashtra, India; T: 91 22 4151 1800, F: 91 22 2172 0121  
Home Textile Division: T3, Kagal - Hatkanagale Five Star, MIDC Ind. Area, Kolhapur-416216, Maharashtra, India; T: 91 231 662 7900, F: 91 231 662 7979  
Spinning Division: D1, MIDC, Gokul Shirgaon, Kolhapur-416216, Maharashtra, India; T: 91 231 268 7400, F: 91 231 267 2161  
Regd. Office: Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, Taluka Hatkanagale, Dist. Kolhapur - 416 109, Maharashtra, India; T: 91 230 2463100/ 2461929  
CIN: L72200PN1988PLC068972; Email: [info@indocount.com](mailto:info@indocount.com), Website: [www.indocount.com](http://www.indocount.com)



## 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

#### 32<sup>ND</sup> ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty Second (32<sup>nd</sup>) Annual General Meeting of the Members of Indo Count Industries Limited will be held on **Friday, September 3, 2021** at **12.30 p.m. (IST)**, through Video Conferencing ("**VC**") / Other Audio Visual Means ("**OAVM**") to transact the following business:

#### ORDINARY BUSINESS:

- To receive, consider and adopt:
  - the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2021, together with the Reports of the Board of Directors and the Auditors thereon; and
  - the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2021, together with the Report of the Auditors thereon.
- To declare Final Dividend of ₹ 1.5/- per Equity Share of face value of ₹ 2/- each for the Financial Year ended March 31, 2021.
- To appoint a Director in place of Mr. Mohit Anilkumar Jain (DIN: 01473966), who retires by rotation and being eligible, offers himself for the re-appointment.

#### SPECIAL BUSINESS:

- 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 3 years w.e.f. May 4, 2021**

To consider and if thought fit, to pass, 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 3 years w.e.f. May 4, 2021, 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: ₹ 7,60,000/- 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

- House Rent Allowance - Upto 50% of the Basic Salary.
- Special Allowance - Upto 50% of the Basic Salary
- Servant Allowance, Medical Allowance or any other Allowance as may be decided by the Board - Upto 45% of Basic Salary.
- Chauffer 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.
9. Any other allowances, benefits and perquisites, as per the rules and / or policy of the Company as are applicable to the Executive Directors of the Company and / or which may become applicable in the future. Reimbursement of expenses as per the policy of the Company not forming part of perquisites.

#### **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 as per applicable Act and encashment of 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 of the Company, 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** 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** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/ re-enactment thereof and subject to the approval of the shareholders of the Company, in the event of absence of profits or inadequate profits in any financial year, during the tenure of office of Mr. Kailash R. Lalpuria, Executive Director & CEO, he shall be paid remuneration by way of salary, perquisites as mentioned above as Minimum Remuneration, notwithstanding the said minimum remuneration is in excess of the limits specified in Section II of Schedule V of the Act subject to the compliance of applicable provisions of Schedule V of the Act;

**RESOLVED FURTHER THAT** Mr. Kailash R. Lalpuria, Executive Director & CEO shall be liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things to give effect to the aforesaid resolution."

By Order of the Board of Directors of  
**Indo Count Industries Limited**

**Amruta Avasare**  
**Company Secretary & Compliance Officer**  
**Membership No: ACS 18844**

Date: May 17, 2021  
Place: Mumbai

**Notes:**

1. In view of the ongoing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has, vide its Circular No. 02/2021 dated January 13, 2021 read together with Circular Nos. 14/2020, 17/2020 and 20/2020 dated April 8, 2020, April 13, 2020 and May 5, 2020 respectively (collectively referred to as "MCA Circulars"), permitted convening the Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 ("the Act") and Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021 read with Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 ("SEBI circulars") and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements Regulations, 2015 ("Listing Regulations"), the 32<sup>nd</sup> AGM of the Company is being held through VC/OAVM.
2. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") in respect of the Special Business under Item No. 4 of the Notice, is annexed hereto.
3. 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.
4. In terms of the provisions of Section 112 and 113 of the Act, 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 cast votes by electronic means (details of which are provided separately in this notice). Such members 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 authorised 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) and [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com).
5. The attendance of the Members at the AGM through VC/ OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. 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 resolutions placed at AGM, are requested to send on email to the Company on or before August 30, 2021, on [agm@indocount.com](mailto:agm@indocount.com). The same will be replied suitably.
7. Pursuant to the 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, brief profile and other details of Mr. Mohit Jain, Director retiring by rotation are provided in the "Annexure I" to this Notice.
8. As per Regulation 40 of the Listing Regulations and circular no. SEBI/HO/MIRSD/RTAMB/CIR/P/2020/236 dated December 2, 2020 and other applicable SEBI Circulars, the transfer of equity shares of listed Company can be done only in demat form. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent i.e. Link Intime India Private Limited ("RTA") in this regard.
9. In accordance with the provisions of Section 139 of the Act, at the Annual General Meeting ("AGM") held on August 21, 2017, M/s. Suresh Kumar Mittal & Co., Chartered Accountants (Firm Registration No. 500063N) were appointed as the Statutory Auditors of the Company for a period of 5 years to hold office from the conclusion of the 28<sup>th</sup> AGM till the conclusion of 33<sup>rd</sup> AGM, subject to the ratification by members at every AGM. The requirement to place the matter relating to appointment of Auditors for ratification by Members at every Annual General Meeting was omitted vide notification dated May 7, 2018, issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Auditors in this Notice of AGM of the Company.
10. Pursuant to the provisions of Section 72 of the Companies Act, 2013, members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company are requested to submit Form SH -13 to the Registrar and Transfer Agent of the

Company. Members holding shares in demat form may contact their respective Depository Participant ("DP") for recording of nomination.

11. 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.
12. For receiving dividend in the bank accounts and for receipt of all communications, including Annual Report, Notices, etc. from the Company, members are advised to register / update their address, E-mail ID and bank mandates (i.e. bank account number, name of the bank and the branch, 9 digit MICR Bank / Branch code and account type) at weblink: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.linkintime.co.in/EmailReg/Email_Register.html), in case shares are held in physical form. In case shares are held in electronic form, the same shall be updated with their DPs. In case of any queries, the shareholder can write to the Company or its RTA on the email Id's i.e. [icilinvestors@indocount.com](mailto:icilinvestors@indocount.com) and [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in).
13. 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.
14. The final dividend for FY 2020-21 on equity shares as recommended by the Board of Directors, if approved by the members at the AGM, will be paid to those Equity Shareholders whose names appear in the Register of Members / Register of Beneficial Owners as at the close of business hours on August 27, 2021 ("Record Date"), subject to deduction of tax at source wherever applicable.
15. Members holding shares in electronic form may note that as per the circular issued by NSDL and CDSL, it is mandatory for the Company to print on the dividend warrants, bank details of beneficiary owners/ Members as furnished by these Depositories while making payment of dividend. The Company or its RTA cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars or bank mandates. Members are requested to advise such changes only to their respective Depository Participants (DPs).

## DIVIDEND

16. Final Dividend of FY 2020-21, if approved by the Members at the ensuing AGM, will be paid by September 30, 2021, to those:

- a) Members whose name appears in the Register of Members of the Company as on the closing hours of August 27, 2021 ("Record Date").
  - b) Beneficial Owners whose name appears in the list of Beneficial Owners list as on the closing hours of August 27, 2021 furnished by the National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL).
17. In case of remittance of dividend in electronic form, an intimation of the dividend payment would be sent to the members. In case of members who are not covered by NECS/electronic facility, the dividend amount will be remitted by means of dividend warrants/demand drafts which will be posted to their respective registered address.

## 18. TDS on Dividend

Pursuant to Finance Act, 2020, dividend income is taxable in the hands of shareholders effective April 1, 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 the Finance Act, 2020 including amendments thereof and **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** on or before August 30, 2021.

## 19. Unclaimed Dividends

In terms of Section 124 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) for the time being in force), the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the Unpaid Dividend Account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, the Interim Dividend for FY 2015-16, Final Dividend for FY 2015-16, Interim Dividend for FY 2016-2017, Final Dividend for 2016-17, Interim Dividend for 2017-18, Final Dividend for 2017-18, Final Dividend 2018-19, Final Dividend 2019-20 are due for transfer to IEPF in the year 2022, 2023, 2024, 2025,

2026 and 2027 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 or/Registrar and Transfer Agent. Further, please note that pursuant to the provisions of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('The Rules') notified by the Ministry of Corporate Affairs effective September 7, 2016, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more would be transferred to the Investor Education and Protection Fund (IEPF) Suspense Account. The list of shareholder of Unclaimed dividend is available on Company's website i.e. [www.indocount.com](http://www.indocount.com)

20. 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.

21. 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.

22. In compliance with MCA Circulars and SEBI Circulars, Notice of the 32<sup>nd</sup> AGM along with the Annual Report of 2020-21 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 of 32<sup>nd</sup> Annual General Meeting and Annual Report 2020-21 will also be available on the Company's website [www.indocount.com](http://www.indocount.com) and websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL <https://www.evoting.nsdl.com>.

Members of the Company holding shares either in physical form or in Dematerialised form as on Friday, August 6, 2021 will be sent the Annual Report for the financial year 2020-21 and Notice of 32<sup>nd</sup> Annual General Meeting through electronic mode.

23. 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) or [agm@indocount.com](mailto:agm@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.

24. 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.

### INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant 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 32<sup>nd</sup> Annual General Meeting ("AGM") of the Company.

#### General Instructions:

- a) **The remote e-voting period begins on Tuesday, August 31, 2021 at 9.00 a.m. (IST) and ends on Thursday, September 2, 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. Friday, August 27, 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 Thursday, September 2, 2021.**
- b) 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 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 Friday, August 27, 2021 as the "cut-off date" to determine the eligibility of members 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. Friday, August 27, 2021, 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 who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, August 6, 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. Friday, August 6, 2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- f) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date i.e. Friday August 27, 2021.
- g) The Scrutinizer shall submit his consolidated report to the Chairman within 48 hours from the conclusion of the AGM.
- h) The result 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 <https://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 the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the AGM, i.e. September 3, 2021.

#### **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**

##### **Step 2: Cast your vote electronically and join virtual meeting on NSDL e-Voting system.**

##### **Details on Step 1 are mentioned below:**

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", 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
<p>Individual Shareholders holding securities in demat mode with NSDL.</p>	<p><b>A. NSDL IDeAS facility:</b></p> <p>If you are already registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile.</li> <li>2. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section.</li> <li>3. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services.</li> <li>4. Click on "Access to e-Voting" appearing on the left hand side under e-Voting services and you will be able to see e-Voting page.</li> <li>5. Click on options available against Company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting and e-Voting during the meeting.</li> </ol> <p>If you are not registered, follow the below steps:</p> <ol style="list-style-type: none"> <li>1. Option to register is available at <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a>.</li> <li>2. Select "Register Online for IDeAS" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Please follow steps given in points 1-5.</li> </ol>
	<p><b>B. e-Voting website of NSDL</b></p> <ol style="list-style-type: none"> <li>1. 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 phone.</li> <li>2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.</li> <li>3. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password / OTP and a Verification Code as shown on the screen.</li> <li>4. After successful authentication, you will be redirected to NSDL website wherein you can see e-Voting page. Click on options available against Company name or e-Voting service provider - 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 and e-Voting during the meeting.</li> </ol>



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>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.</li> <li>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.</li> <li>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></li> <li>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.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<ol style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>Once logged-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.</li> <li>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 &amp; voting during the meeting.</li> </ol>

**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 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 <a href="mailto: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?

- 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.nsd.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 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.nsd.com](http://www.evoting.nsd.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.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.**

**How to 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 116730.** 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.

**Process for those shareholders whose email 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), 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 and joining virtual meeting 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.

**THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. 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.
3. 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.
4. 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:**

1. 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 link" placed under "**Join General meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join General 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.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. 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.

5. 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 August 30, 2021 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 Shareholders 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.

6. 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 May 3, 2021. 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 May 4, 2021 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 have 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.

### ANNEXURE - I

#### Additional Information as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standard – 2 on General Meetings about Mr. Mohit Jain (DIN: 01473966) Director liable to retire by rotation and recommended for the re-appointment

<b>Name of the Director</b>	<b>Mr. Mohit Jain</b>
<b>Age</b>	44 years
<b>DIN</b>	01473966
<b>Category</b>	Executive & Non-Independent
<b>Date of first appointment on the Board</b>	May 9, 2016
<b>Brief Resume and nature of expertise in specific functional areas</b>	Mr. Mohit Jain 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.
<b>Terms &amp; conditions of appointment</b>	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 August 13, 2019.
<b>Details of remuneration sought to be paid and remuneration last drawn.</b>	During the FY 2020-21, remuneration of ₹ 4.22 crores was paid to Mr. Mohit Jain.
<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.
<b>Number of Board Meetings attended during the year 2020-21</b>	During the year 2020-21, Four (4) Board meetings were held and Mr. Mohit Jain attended all the meetings.
<b>Directorships held in other public Companies, including listed Companies [excluding foreign and private Companies, Section 8 companies] as on 31<sup>st</sup> March, 2021</b>	NIL
<b>Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on 31<sup>st</sup> March, 2021</b>	NIL
<b>Number of equity shares held in the Company as on 31<sup>st</sup> March, 2021</b>	692,850 Equity Shares of ₹ 2/- each

**ANNEXURE - I****Additional Information on Directors recommended for appointment/re-appointment as required under Regulation 36(3) of SEBI(LODR) Regulations, 2015 & Secretarial Standard – 2 on General Meetings about Mr. Kailash R. Lalpuria (DIN: 00059758) Director recommended for the re-appointment**

<b>Name of the Director</b>	<b>Mr. Kailash R. Lalpuria</b>
<b>Age</b>	60 years
<b>DIN</b>	00059758
<b>Category</b>	Executive & Non-Independent (Executive Director & CEO)
<b>Date of first appointment on the Board</b>	November 11, 2010
<b>Brief Resume and nature of expertise in specific functional areas</b>	<p>Mr. Kailash R. Lalpuria is a well revered personality in the textile industry. With more than 37 years of experience in the domain, he is a qualified Chartered Accountant and Science Graduate from Mumbai.</p> <p>His expertise covers many widespread domains, including the Strategic Growth of an Organization, Planning Joint Ventures, M&amp;A, Developing Overseas Sales Team, Contribution in overall Value Chain, New Areas of Business Development, Commercial Aspects of Export Business, Sales &amp; Marketing and Customer Relationship Management.</p>
<b>Terms and conditions of re-appointment</b>	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.
<b>Details of remuneration sought to be paid and remuneration last drawn.</b>	During the Financial Year 2020-21, remuneration of ₹ 2.04 crores was paid. The remuneration sought to be paid to Mr. Kailash R. Lalpuria is mentioned in resolution at item no. 4 of the notice.
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	Mr. Kailash R. Lalpuria does not have any relationship with other Directors and Key Managerial Personnel of the Company. The Company does not have a Manager.
<b>Number of Board Meetings attended during the year 2020-21</b>	During the year 2020-21, (4) Board meetings were held, and Mr. Kailash R. Lalpuria attended all the meetings.
<b>Directorships held in other public Companies, including listed Companies [excluding foreign and private Companies] as on March 31, 2021</b>	<ol style="list-style-type: none"> <li>1. Confederation of Indian Textile Industry (CITI)</li> <li>2. The Cotton Textiles Export Promotion Council (TEXPROCIL)</li> </ol>
<b>Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on March 31, 2021</b>	Nil
<b>Number of shares held in the Company as on March 31, 2021</b>	Nil



## ANNEXURE II

### STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013:

#### I. General Information:

- 1) Nature of industry: Textiles
- 2) Date of commencement of commercial production: Operations started in the year 1988.
- 3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus: Not applicable
- 4) Standalone Financial performance based on given indicators:

(₹ in crores)

Particulars	Year ended March 31, 2021	Year ended March 31, 2020
Revenue from operations	2,514.75	1,965.07
Operating Profit (before interest, depreciation and tax)	419.82	232.27
Profit before Tax	352.58	56.23
Profit after Tax	260.26	73.76

- 5) Foreign investments or collaborations, if any: NIL

#### II. A- Information about Mr. Kailash R. Lalpuria:

Particulars	Mr. Kailash R. Lalpuria
Background details	<p>Mr. Kailash R. Lalpuria is a well revered personality in the textile industry. With more than 37 years of experience in the domain, he is a qualified Chartered Accountant and Science Graduate from Mumbai.</p> <p>His expertise covers many widespread domains, including the Strategic Growth of an Organization, Planning Joint Ventures, M&amp;A, Developing Overseas Sales Team, Contribution in overall Value Chain, New Areas of Business Development, Commercial Aspects of Export Business, Sales &amp; Marketing and Customer Relationship Management. Known for his exemplary entrepreneur skills, he has successfully contributed in conceptualizing and establishing Indo Count as a true market leader. His immense industrial knowledge has been further strengthened by his business travels across the world, and he also has a prolific global business development network.</p>
Past remuneration	FY 2020-21: ₹ 2.04 crores
Recognition or awards	The Company has received various awards and recognitions during the tenure of Mr. Kailash R. Lalpuria as a Whole-time Director of the Company.
Job profile and his suitability	Mr. Kailash R. Lalpuria as Executive Director & CEO has been looking after the overall affairs and operations of the Company. He is involved in policy planning, vision, 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	<p>The proposed remuneration of Mr. Kailash R. Lalpuria is in line with the remuneration being paid to Executive Director in the relevant industry.</p> <p>Considering the background, competence and experience of Mr. Kailash R. Lalpuria, the terms of his remuneration as set out in the resolution are considered to be fair, just and reasonable.</p>

Particulars	Mr. Kailash R. Lalpuria
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Kailash R. Lalpuria has no pecuniary relationship directly or indirectly either with the Company, other Directors and Key Managerial Personnel of the Company.

### 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 difficult in present scenario to predict profits in measurable terms. For the year ended March 31, 2021, net profit stood at ₹ 260.26 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 2020-21.

## ANNEXURE III

### INTIMATION ON DEDUCTION OF TAX ON FINAL DIVIDEND 2020-21:

In accordance with the provisions of the Income Tax Act, 1961 read with the provisions of the Finance Act, 2020, with effect from April 1, 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, 2021 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 2021-22.**

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, 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 paid to them during the Financial Year 2021-22 does not exceed ₹ 5,000/-; or
- ii. The shareholders provides Form 15G (applicable to an 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 the fields are mandatory to be filled up in the said Forms and the Company may at its sole discretion reject the form if it does not fulfil the requirement of law.

**Note: 1. Availability of valid 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 Aadhar**

**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 Aadhar 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. **National 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 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.**

- 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 -

- a. 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 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022) obtained from the tax authorities of the country of which the shareholder is a resident.
- iii. Self-declaration in Form 10F
- 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 2021 to 31<sup>st</sup> March 2022.
  - Is and will continue to remain the tax resident of the country of its residence during the period 1<sup>st</sup> April 2021 to 31<sup>st</sup> March 2022.

- 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.
- vi. In case of shareholder being tax resident of Singapore, please furnish the letter issued by the competent authority or any other evidences demonstrating the non-applicability of Article 24 - Limitation of Relief under India-Singapore Double Taxation Avoidance Agreement (DTAA).

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 effect from July 1, 2021. The provisions of section 206AB of the Act require the deduct or 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' is defined under section 206AB (3) of the Act as 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 (TDS) and tax collection (TCS) at source in aggregate amounting to ₹ 50,000 or more in each of such two immediate 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 June 21, 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 final dividend on Equity Shares for FY 2020-21, 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 deduction in case the total dividend paid is upto ₹ 5,000/-.
- Nil deduction for resident shareholders in case Form 15G / Form 15H (as applicable) is submitted along with self-attested copy of the PAN linked to Aadhar. Please note that the duly filled up forms submitted through your registered email ID will be accepted in the present circumstances, Ongoing Pandemic.
- 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-Aadhar linking not done/ non-filers of Return of Income.
- Higher rate as discussed in point III above in case of non-filers of Return of Income, as applicable

##### **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.

- 20% plus applicable surcharge and cess for non-resident shareholders in case the above mentioned documents are not submitted.

##### **C. FOR SHAREHOLDERS HAVING MULTIPLE ACCOUNTS UNDER DIFFERENT STATUS / CATEGORY:**

Shareholders holding Ordinary 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.

The Shareholders holding 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://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> on or before August 30, 2021 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 August 30, 2021.**

If the requisite documents and details are not provided by the shareholders within the specified 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://incometaxindiaefiling.gov.in>.

Further, shareholders who have not registered their email address are requested to register the same with our RTA at weblink: [https://web.linkintime.co.in/EmailReg/Email\\_Register.html](https://web.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)