



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)-2483105, **Fax No:** (0230)-2483275

Website: www.indocount.com; **E-mail:** icilinvestors@indocount.com

NOTICE

Notice is hereby given that the Twenty Ninth Annual General Meeting of the Members of Indo Count Industries Limited will be held on Tuesday, 11th September, 2018 at 12.30 p.m., at Hotel Vrishali Executive, Conference Hall, 39 A/2, Tarabai Park, District Kolhapur - 416 003, Maharashtra to transact the following business:

ORDINARY BUSINESS :

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon.
2. To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March, 2018 together with the report of the Auditors thereon.
3. To confirm the payment of Interim Dividend of Re. 0.40/- per Equity Share of face value of ₹ 2/- each made during Financial Year 2017-18.
4. To declare Final Dividend of Re. 0.40/- per Equity Share of face value of ₹ 2/- each for the Financial Year ended 31st March, 2018.
5. 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.
6. **Ratification of appointment of Statutory Auditors**

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

“RESOLVED THAT pursuant to the provisions of Section 139, 142 and any other applicable provisions of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 including any statutory amendment(s) thereof, the appointment of M/s. Suresh Kumar Mittal & Co, Chartered Accountants (Firm Registration No. 500063N), as

the Statutory Auditors of the Company, to hold office from the conclusion of the Twenty Ninth Annual General Meeting till the conclusion of the Thirtieth Annual General Meeting, be and is hereby ratified on such remuneration as may be decided by the Board of Directors of the Company.”

SPECIAL BUSINESS:

7. **Appointment of Mr. Kailash R. Lalpuria as a Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, Mr. Kailash R. Lalpuria (DIN: 00059758) who was appointed as an Additional Director of the Company w.e.f. 4th May, 2018 and who holds office upto the date of this Annual General Meeting (‘AGM’), and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

8. **Appointment of Mr. Kailash R. Lalpuria as an Executive Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“RESOLVED THAT in accordance with the provisions of sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and the Companies

(Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board, consent of the members of the Company be and is hereby accorded for the appointment of Mr. Kailash R. Lalpuria (DIN: 00059758) as a Whole-Time Director designated as “Executive Director” of the Company for a period of 3 years w.e.f. 4th May, 2018 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 including remuneration as it may deem fit, subject to the same not exceeding the limits specified under Section 197 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

(A) Salary and Perquisites

Basic Salary: ₹ 6,80,000/- 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

1. House Rent Allowance - Upto 50% of the Basic Salary.
2. Special Allowance - upto 50% of the basic salary
3. Servant Allowance, Medical Allowance, or any other Allowance as may be decided by the Board - Upto 45% of Basic Salary.
4. Chauffeur Driven Company Car for both business and personal use. Fuel cost, repairs, maintenance and operating and running expenses for the car.
5. Telephone, Mobile & other Communication facilities, computers, laptops at the Residence for official purpose and expenses incurred thereof.

6. Leave Travel Allowance (LTA) - As per the policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company.
7. Travelling Expenses - As per the policy of the Company for Directors of the Company.
8. Medical / Health Insurance - As per the Medical Insurance policy of the Company for Executive Chairman / Managing Director / Whole-Time Directors of the Company. Further, if any other group insurance policies are taken in future, premium of the said policy for Mr. Kailash R. Lalpuria shall be borne by the Company.

Category II

The Company's contribution to Provident Fund, Superannuation Fund or Annuity Fund, to the extent these singly or together are not taxable under the Income Tax Act, 1961, gratuity payable at a rate not exceeding half a month's leave shall not be included for the purpose of computation of the overall ceiling of remuneration.

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 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 in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Kailash R. Lalpuria, Executive Director, total remuneration payable to him by way of salary, perquisites and other benefits shall be within the limits as specified under Section II of Part II of Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force);

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

RESOLVED FURTHER THAT the Board and Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

9. **Appointment of Mr. Sushil Kumar Jiwrajka as an Independent Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Sushil Kumar Jiwrajka (DIN: 00016680), who was appointed as an Additional Independent Director of the Company w.e.f 4th May, 2018 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director and who meets the criteria for independence as specified in Section 149 (6) of the Companies Act, 2013 and

Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has submitted a declaration to that effect and who is eligible for the appointment be and is hereby appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation for a second term of five consecutive years w.e.f. 4th May 2018 to 3rd May, 2023.”

10. **Change in designation of Mr. Mohit Anilkumar Jain to “Vice Chairman” of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of Nomination and Remuneration Committee and approval of the Board, consent of the members of the Company be and is hereby accorded for change in designation of Mr. Mohit Anilkumar Jain (DIN: 01473966), from “Managing Director” to “Vice Chairman” of the Company w.e.f. 1st July, 2018, liable to retire by rotation on such terms and conditions as specified in the Explanatory Statement;

RESOLVED FURTHER THAT the Board and the Key Managerial Personnel of the Company be and are hereby severally authorised to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

11. **Appointment of Dr. Sanjay Kumar Panda as an Independent Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Dr. Sanjay Kumar Panda (DIN: 02586135), who was appointed as an Additional Independent Director of the Company w.e.f 3rd August, 2018 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director and who meets the criteria for independence as specified in Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has submitted a declaration to that effect and who is eligible for the appointment be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years w.e.f. 3rd August, 2018 to 2nd August, 2023.”

12. **Appointment of Mr. Siddharth Mehta as an Independent Director of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 as amended from time to time and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Siddharth

Mehta (DIN: 03072352), who was appointed as an Additional Independent Director of the Company w.e.f. 3rd August, 2018 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of a Director and who meets the criteria for independence as specified in Section 149 (6) of the Companies Act, 2013 and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has submitted a declaration to that effect and who is eligible for the appointment be and is hereby appointed as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for a term of five consecutive years w.e.f. 3rd August, 2018 to 2nd August, 2023.”

13. **Continuation of existing term of Mr. Pradyumna N. Shah, Independent Director of the Company upto 15th August, 2019**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for continuation of the existing term of Mr. Pradyumna N. Shah (DIN: 00096793), who has attained the age of seventy five years, as the Non-Executive Independent Director of the Company upto 15th August, 2019.”

14. **Continuation of existing term of Mr. Anand Ramanna, Independent Director of the Company upto 15th August, 2019**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for continuation of the existing term of Mr. Anand Ramanna (DIN: 00040325), who has attained the age of seventy five years, as the Non-Executive Independent Director of the Company upto 15th August, 2019.”

15. **Continuation of existing term of Mr. Dilip J. Thakkar, Independent Director of the Company upto 15th August, 2019**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for continuation of the existing term of Mr. Dilip J. Thakkar (DIN: 0007339), who has attained the age of seventy five years, as the Non-Executive Independent Director of the Company upto 15th August, 2019.”

16. **Continuation of existing term of Mr. Prem Malik, Independent Director of the Company upto 15th August, 2019**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 and other applicable provisions, if any of the Companies Act, 2013, approval of the members of the Company be and is hereby accorded for continuation of the existing term of Mr. Prem Malik (DIN: 00023051),

who has attained the age of seventy five years, as the Non-Executive Independent Director of the Company upto 15th August, 2019.”

17. **Payment of Commission to Non-Executive Independent Directors of the Company**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in partial modification of the resolution passed by the shareholders at the Annual General Meeting held on 23rd August, 2014 and in accordance with the provisions of section 197 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”), as amended from time to time, and subject to a maximum limit as per the provisions of section 198 of the Act and in addition to the sitting fee for attending the meetings of the Board of Directors or Committees thereof, the consent of the Members be and is hereby accorded to pay a sum not exceeding one percent, per annum of the net profits of the company to the Non-Executive Independent Directors of the Company in such manner or proportion as may be directed by the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

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

Date: 3rd August, 2018
Place: Mumbai

**Amruta Avasare
Company Secretary**

Notes:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) in respect of the Special Business under Item Nos. 7 to 17 of the Notice, is annexed hereto.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF / HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Proxy forms, in order to be effective, must be deposited at the Registered Office of the Company not less than forty eight hours before the commencement of the Annual General Meeting. Proxy form should be duly completed, stamped and signed.

A person can act as a proxy on behalf of members not exceeding fifty and holding in aggregate not more than ten percent (10%) of the total paid up share capital of the Company carrying voting rights. A member holding more than ten percent (10%) of the total paid up share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as a proxy for any other person or member. shall not act as a proxy for any other person or member.

3. The dividend on equity shares as recommended by the Board of Directors, if approved by the Members at the Annual General Meeting, 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 Saturday, 1st September, 2018 (“Record Date”).
4. In order to enable the Company to remit dividend electronically through National Electronic Clearing Services (NECS), National Electronic Fund Transfer (NEFT), etc., members are requested to provide / update details of their bank accounts indicating the name of the bank, branch, account number, nine-digit MICR code and IFSC code (as appearing on the cheque) along with photocopy of the cheque / cancelled cheque. The said information should be submitted to the Company, if the shares are held in physical form and to the concerned Depository Participants (“DP”), if the shares are held in electronic form.
5. Corporate Members intending to send their

authorized representatives are requested to send to the Company a duly certified copy of the Resolution passed by the Board of Directors under Section 113 of the Companies Act, 2013 authorizing their representatives to attend and vote at the Annual General Meeting.

6. Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings, relevant details of the Directors seeking appointment / re-appointment are provided in the Annexure to this Notice.
7. 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.
8. In case of joint members attending the Annual General Meeting (“AGM”), the member whose name appears as first holder in the order of names as per Register of Members of the Company will be entitled to vote, in case first holder has not done e-voting.
9. Members holding shares:
 - a) in electronic/demat form are advised to inform the particulars of their bank account, change of address and E-mail address to their respective Depository Participant (“DP”) only. The Company or its Registrar and Share Transfer Agent (‘RTA’) i.e. Link Intime India Private Limited cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars etc. and such instructions are required to be given directly by the Members to their DP.
 - b) in physical form are advised to inform the particulars of their bank account, change of address and E-mail address to the RTA.
10. 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.

11. 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.
12. To support green initiative and to disseminate all the communications promptly, members who have not registered their E-mail address are requested to register the same with the DP / RTA in respect of shares held in electronic/physical mode respectively for receiving all the communications including Annual Reports, Notices, etc, by email. Email addresses made available by the DP/RTA will be treated as registered email address for serving notices/documents.
13. 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.
14. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their respective DP. Members holding shares in physical form are requested to submit their PAN details to the Company / RTA.
15. Members are requested to note that in case of transfer of shares held in physical form, submission of self-attested photocopy of PAN card of the transferee(s) as well as transferor(s) is mandatory along with the Transfer Deed(s) and Original Share Certificate(s) at the time of lodgement of transfer of shares.
16. Pursuant to SEBI Circular dated 8th June, 2018, transfer of Shares in physical form will not be carried out w.e.f. 5th December, 2018. Hence, members holding equity shares of the Company in physical form are requested to dematerialize the same at the earliest.
17. Electronic copy of the Annual Report for Financial Year 2017-18 and Notice of the 29th AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email addresses are registered with the Company/DP for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for Financial Year 2017-18 and Notice of the 29th AGM of the Company inter-alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being send through permitted mode. The Notice of 29th AGM and Annual Report for FY 2017-18 will be available on website of Company at www.indocount.com and also on the website of NSDL.
18. Copies of any documents referred to in the Notice and Explanatory Statement are 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 and also at the AGM.

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 the FY 2015-16, Final Dividend for the FY 2015-16, Interim Dividend for the FY 2016-2017, Final Dividend for 2016-17 and Interim Dividend for 2017-18 are due for transfer to IEPF in the year 2022, 2023, 2024 and 2025 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.
19. Route Map to reach the venue of the 29th AGM is given at the end of this Notice.

E-voting:

Pursuant 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 pleased to provide 'remote e-voting' (e-voting from a place other than venue of the AGM) facility through National Securities Depository Limited (NSDL) as an alternative, for all Members of the Company to enable them to cast their votes electronically, on

the resolutions mentioned in the notice of the 29th Annual General Meeting of the Company.

General Instructions:

- a) It is clarified that it is not mandatory for a member to cast vote using e-voting facility. The facility for voting, through poll paper / ballot paper shall also be made available at the venue of the 29th AGM. The members attending the AGM, who have not already cast their vote through remote e-voting shall be able to exercise their voting rights at the AGM. The members who have already cast their vote through remote e-voting may attend the AGM but shall not be entitled to cast their vote again at the AGM.
- b) The voting rights of members shall be in proportion to the shares held by them, of the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 4th September, 2018.
- c) The remote e-voting period begins on Friday, 7th September, 2018 at 9.00 a.m. (IST) and ends on Monday, 10th September, 2018 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. Tuesday, 4th September, 2018 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 Monday, 10th September, 2018.
- d) Mr. Shrenik Nagaonkar, Partner of M/s. PPS & Associates, Practicing Company Secretaries (Membership No.: F7067; CP No: 11682), has been appointed as a Scrutinizer to scrutinize the remote e-voting process and voting through poll paper / ballot paper at the venue of AGM in a fair and transparent manner.
- e) The Scrutinizer shall submit his consolidated report to the Chairman within 48 hours from the conclusion of the AGM.
- f) The result declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.indocount.com and on the website of NSDL and shall simultaneously be communicated Stock Exchanges i.e. National Stock Exchange of India and BSE Limited.

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 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Your password details 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. The password is printed on attendance slip.

- 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, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open

Step 2 : Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e- voting system

1. After successful login at Step 1, you will be able to

- see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After clicking on Active Voting Cycles, you will be able to see all the companies 'EVEN' in which you are holding shares and whose voting cycle is in active status.
3. Select 'EVEN' of Indo Count Industries Limited for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message 'Vote cast successfully' will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Members

- i) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to shrenik.nagaonkar@ppscs.in with a copy marked to evoting@nsdl.co.in.
- ii) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot User Details/Password?' or 'Physical User Reset Password?' option available on www.evoting.nsdl.com to reset the password.
- iii) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NOS. 7 and 8

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 4th May, 2018 appointed Mr. Kailash R. Lalpuria as an Additional Director of the Company w.e.f. 4th May, 2018 to hold office till the date of the next Annual General Meeting. Further, the Board of Directors of the Company also approved his appointment as the Whole Time Director designated as “Executive Director” of the Company for a period of 3 years with effect from 4th May, 2018 subject to approval of the members of the Company on the terms and conditions including remuneration as set out in resolution at Item No. 8 of the Notice.

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 Whole Time Director requires approval of the shareholders in General Meeting.

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 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 will 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 pursuant to the filing made under Condonation of Delay (Scheme), 2018.

The Board of Directors recommends the resolutions at Item No. 7 and 8 of the Notice for the approval of members of the Company by way of Ordinary and Special Resolution respectively.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Kailash

R. Lalpuria are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 9

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 4th May, 2018 appointed Mr. Sushil Kumar Jiwarajka as an Additional Director and Independent Director of the Company for a second term of five consecutive years w.e.f. 4th May, 2018.

Mr. Sushil Kumar Jiwarajka has given a declaration to the Board that he meets the criteria of independence as provided under section 149(6) of the Companies Act, 2013 and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, Mr. Sushil Kumar Jiwarajka fulfills the conditions specified in the Companies Act, 2013 the Rules framed thereunder and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for appointment as an Independent Director and he is independent of the management. Mr. Sushil Kumar Jiwarajka has given consent to act as a Director of the Company pursuant to Section 164 of the Companies Act, 2013. Further, Mr. Sushil Kumar Jiwarajka has confirmed that he is not disqualified to act as a Director of the Company pursuant to the filing made under Condonation of Delay (Scheme), 2018. The performance evaluation report was considered by NRC while making appointment of Mr. Sushil Kumar Jiwarajka.

The brief profile of Mr. Sushil Kumar Jiwarajka and other details required as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is provided in Annexure to the Notice. Considering rich knowledge, varied experience and contributions made by him during his earlier tenure as Director, the Board of Directors of the Company is of the opinion that his association on the Board would immensely benefit the Company.

A copy of the draft Letter of Appointment of Independent Director, setting out the terms and conditions of appointment, is available for inspection at

the Registered Office of the Company during business hours on any working day.

The Board of Directors recommends the resolution at Item No. 9 of the Notice for the approval of members of the Company by way of Special Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Sushil Kumar Jiwarajka are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 10

At the Annual General Meeting of the Company held on 26th July, 2016, members of the Company had approved appointment of Mr. Mohit Jain as a Managing Director of the Company for a period of 5 years w.e.f 9th May, 2016.

As a part of global business strategy, the Company needs to envisage the upcoming opportunities as well as challenges. In view of dynamic business environment and to build a strong roadmap for future, leading to next phase of growth, it is necessary for the Company to focus on further strengthening global business, increasing global reach by tapping new geographies, broadening the customer base, exploring new channels of businesses, introducing new products and brand portfolio. In order to implement the same in an effective manner and considering knowledge, skills and experience of Mr. Mohit Jain in Global Marketing, the Board of Directors of the Company approved that Mr. Mohit Jain should play a leading role in further global expansion through international subsidiaries by taking up position of Chief Executive Officer in any of the foreign subsidiary of the Company. In view of said CEO position and considering provisions of Part I of Schedule V of Companies Act, 2013 and pursuant to the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 4th May, 2018, also approved change in the designation of Mr. Mohit Jain from 'Managing Director' to "Vice Chairman" of the Company w.e.f. 1st July, 2018 in Non-Executive category. As a Vice Chairman, Mr. Mohit Jain will not draw any remuneration from the Company other than reimbursement of travelling expenses and any

other incidental expenses for business purpose and for attending the Board Meetings/General Meetings.

Pursuant to the provisions of the Companies Act, 2013, change in terms of appointment of Managerial Personnel requires approval of members in general meeting.

The Board of Directors recommends the resolution at Item No. 10 of the Notice for the approval of members of the Company by way of Ordinary Resolution.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. Mohit Jain, Mr. Anil Kumar Jain and their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 11

Dr. Sanjay Kumar Panda is a retired IAS officer. Dr Panda had a brilliant academic career; with Gold medals as the Best Graduate, in Post Graduation, Silver medal in Public Administration, Diploma in Forestry, PhD in Economics and International Louis Pasteur Award for outstanding contribution to silk industry. In the Indian Administrative Service (1980 batch), he worked in Tripura, Odisha and Government of India including as Chief Secretary, Tripura (2010-14) and Secretary, Ministry of Textiles (2014-15). He has various publications in his name.

The Brief Profile and other details of Dr. Sanjay Kumar Panda required as per Listing Regulations and Secretarial Standard - 2 are provided in Annexure to this Notice.

Considering the rich knowledge, expertise and vast experience of Dr. Sanjay Kumar Panda, the Board was of the opinion that his appointment on the Board would immensely benefit the Company. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 3rd August, 2018 appointed Dr. Sanjay Kumar Panda (DIN: 03609419) as an Additional (Independent) Director of the Company for a period of five consecutive years with effect from 3rd August, 2018 on the terms specified in the letter of appointment.

Dr. Sanjay Kumar Panda fulfils the criteria of independence specified in the Companies Act 2013 read with the rules made thereunder and the Securities

and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and have furnished declaration to that effect. Accordingly, the Board is of the opinion that Dr. Sanjay Kumar Panda is independent of the management and fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder with regard to appointment of Director. Further, Dr. Sanjay Kumar Panda is not disqualified to act as Director of the Company.

A copy of the draft Letter of Appointment of Independent Director, setting out the terms and conditions of appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

Pursuant to Section 149 of the Companies Act, 2013 read with Schedule IV of the Act, the Board recommends the Ordinary Resolution with respect to the appointment of Dr. Sanjay Kumar Panda as an Independent Director of the Company, set out in Item No. 11 of the Notice, for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Dr. Sanjay Kumar Panda and his relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 12

Mr. Siddharth Mehta holds L.L.M. degree from Columbia University School Of Law, New York; General Course on Intellectual Property, World Intellectual Property Organization, Geneva. Mr. Mehta is the Managing Partner of M/s Mehta & Padamsey and in charge of the Corporate & Transactional Practice. Mr. Mehta focuses on financings, mergers & acquisitions, capital markets, & regulatory areas for businesses with an emphasis on cross-border transactions.

The Brief Profile and other details of Mr. Siddharth Mehta required as per Listing Regulations and Secretarial Standard - 2 are provided in Annexure to this Notice.

Considering the rich knowledge, expertise and vast experience of Mr. Siddharth Mehta, the Board was of the opinion that his appointment on the Board would

immensely benefit the Company. Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at its meeting held on 3rd August, 2018 appointed Mr. Siddharth Mehta (DIN: 03609419) as an Additional (Independent) Director of the Company for a period of five consecutive years with effect from 3rd August, 2018 on the terms specified in the letter of appointment.

Mr. Siddharth Mehta fulfils the criteria of independence specified in the Companies Act 2013 read with the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) and have furnished declaration to that effect. Accordingly, the Board is of the opinion that Mr. Siddharth Mehta is independent of the management and fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder with regard to appointment of Director. Further, Mr. Siddharth Mehta is not disqualified to act as Director of the Company.

A copy of the draft Letter of Appointment of Independent Director, setting out the terms and conditions of appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

Pursuant to Section 149 of the Companies Act, 2013 read with Schedule IV of the Act, the Board recommends the Ordinary Resolution with respect to the appointment of Mr. Siddharth Mehta as an Independent Director of the Company, set out in Item No. 12 of the Notice, for approval of the Members of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives, except Mr. Siddharth Mehta and his relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No. 13, 14, 15 and 16

At the Annual General Meeting held on 23rd August, 2014, Mr. P.N. Shah, Mr. R. Anand, Mr. Dilip J. Thakkar and Mr. Prem Maik were appointed as the Non-Executive Independent Directors of the Company for a term of 5 consecutive years i.e. upto 15th August, 2019.

As per Regulation 17(1) (a) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 notified on 8th May 2018, no listed entity shall appoint or continue the directorship of any person as a Non-Executive Director who has attained the age of seventy five years unless the same is approved by members of the Company by way of special resolution. The said provision is effective from 1st April 2019.

Mr. P. N. Shah is a qualified Chartered Accountant having rich and wide experience of more than 65 years in the fields of finance, accounts and audit. Further, Mr. Dilip J. Thakkar is also qualified Chartered Accountant with vast experience of around 53 years in Finance, FEMA & tax matters. Mr. R Anand and Mr Prem Malik are having wide experience of more than 50 years in textile industry. Though Mr P.N. Shah, Mr. R. Anand, Mr. Dilip J. Thakkar and Mr. Prem Malik have crossed age of 75 years, they are fit and capable of discharging their duties as Independent Directors of the Company. They attend board / committee meetings of the Company and provide their valuable suggestions to the Board. Over the years, the Company has immensely benefited from their rich experience, knowledge and contributions from time to time.

Considering all the aforesaid factors, pursuant to the recommendation of Nomination and Remuneration Committee, the Board at its meeting held on 3rd August, 2018 approved continuation of existing term of Mr. P. N. Shah, Mr. R. Anand, Mr. Dilip J. Thakkar and Prem Malik as Non-Executive Independent Directors of the Company till 15th August, 2019.

The Board of Directors therefore recommends the resolutions as set out in Item No. 13 to 16 of the Notice for approval of members of the Company by way of Special Resolutions.

None of the Directors and Key Managerial Personnel of the Company and their relatives except Mr. P. N. Shah,

Mr. R. Anand, Mr. Dilip J. Thakkar and Mr. Prem Malik and their relatives are concerned or interested, financially or otherwise, in the said resolution.

ITEM NO. 17

The Members of the Company at their Annual General Meeting held on 23rd August, 2014 had approved payment of commission to the Non-Executive Independent Directors (NEDs) of the Company upto ₹ 1,00,000/- each per annum in addition to sitting fees.

Considering the crucial role and the enhanced responsibilities and duties of NEDs under the Companies Act, 2013 and the Listing Regulations, it is considered appropriate that the commission payable to the Directors by the Company should be reviewed.

It is proposed that, in addition to the sitting fees, NEDs be paid commission not exceeding 1% of Net profits calculated as per section 198 of the Act per annum, in such manner or proportions, as may be decided by the Board of Directors.

The Board of Directors therefore recommends the resolution as set out in Item No. 17 of the Notice for approval of members of the Company by way of Special Resolution.

All Independent Directors and their relatives are deemed to be interested in the said resolution set out at Item No. 17 of the Notice.

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

Date: 3rd August, 2018
Place: Mumbai

**Amruta Avasare
Company Secretary**

Registered Office:

Office No. 1, Plot No. 266, Village Alte,
Kumbhoj Road, Taluka Hatkanangale,
District Kolhapur 416 109, Maharashtra.

Annexure to AGM Notice

Additional Information as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standard – 2 on General Meetings

Name of the Directors	Mr. Mohit Anilkumar Jain	Mr. Kailash Ramniwas Lalpuria	Mr. Sushil Kumar Jiwarajka
Age	41 years	58 years	61 years
DIN	01473966	00059758	00016680
Category (as on 31 st March 2018)	Executive & Non-Independent	Executive & Non-Independent	Non-Executive Independent
Date of first appointment on the Board	9 th May, 2016	11 th November, 2010	29 th September, 1999
Brief Resume and nature of expertise in specific functional areas	<p>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 16 years' experience in Global Marketing and Entrepreneurship. He has vast experience on overseas business and has established networking with the global customers.</p>	<p>A qualified Chartered Accountant, Mr. Lalpuria is a Science graduate from St. Xavier's College in Mumbai and has more than 35 years of experience in the Textile Sector. His expertise includes Strategic Growth of Organization, Planning Joint Ventures, Developing Overseas Sales Team, Contribution in overall Value Chain, New Areas of Business Development, Commercial Aspects of Export Business, Sales & Marketing and Customer Relationship Management. He has the entrepreneur skills to conceptualize business and establish it as a successful enterprise. He has travelled worldwide and has good network for business development globally.</p>	<p>Mr. Sushil Jiwarajka, a prominent industrialist and is the Chairman of Artheon Group of companies which are in the business of Telecom, Renewable energy and E-commerce. Some of the important Positions held by him are mentioned viz. Chairman - FICCI (Federation of Indian Chambers of Commerce & Industry), WRC (2000-2014); Chairman - Indo Arab Chamber of Commerce and Industry, (2005-2013); President- Infrastructure & Logistics Federation of India (ILFI); National Vice President: Air Passengers Association of India; International Chamber of Commerce: India Past President; Managing Trustee : Dwarkadas Jiwarajka Memorial Trust, Mumbai; All India Organization of Employers: Past President. He has been a member of several Central and State Government Committees.</p>
Terms and conditions of re-appointment	<p>Mr Mohit Jain is liable to retire by rotation as per resolution passed in Annual General Meeting of the Company held on 26th July, 2016.</p>	<p>Appointed as an Executive Director of the Company for a period of 3 years w.e.f. 4th May, 2018 liable to retire by rotation on the terms and conditions mentioned in Item No. 8 of the notice.</p>	<p>Mr. Sushil Kumar Jiwarajka is appointed as a Non-Executive Director for a second term of five consecutive years w.e.f. 4th May, 2018 and shall not be liable to retire by rotation.</p>

Name of the Directors	Mr. Mohit Anilkumar Jain	Mr. Kailash Ramniwas Lalpuria	Mr. Sushil Kumar Jiwaraajka
Details of remuneration sought to be paid and remuneration last drawn.	Remuneration of Mr Mohit Jain for FY 2017-18 was ₹ 352.80 Lakhs. Members are requested to refer explanatory statement to Item No. 10 of the Notice for further details.	During the financial year 2017-18, remuneration of ₹ 68.67 Lakhs was paid towards his tenure of Executive Director of the Company in FY 2017-18. The remuneration sought to be paid to Mr. Kailash R. Lalpuria is mentioned in Item No 8 of the Notice.	During the financial year 2017-18, remuneration of ₹ 1.10 lakh was paid towards sitting fees and commission of ₹ 0.50 lakhs was paid to Mr. Sushil Kumar Jiwaraajka during his tenure as an independent Director of the Company in FY 2017-18. Mr. Sushil Kumar Jiwaraajka being appointed as an Non-Executive Independent Director of the Company and therefore he will be eligible for sitting fees for attending Board and committee meetings and commission on the profit of the Company as may be determined by the Board from time to time.
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	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.	None	None
Number of Board Meetings attended during the year	During the year 2017-18, four (4) Board meetings were held and Mr. Mohit Jain attended all the meetings.	During the year 2017-18, Mr. Kailash R. Lalpuria attended 2 Board meetings and thus was present for all meetings held during his tenure as Executive Director of the Company	During the year 2017-18, Mr. Sushil Kumar Jiwaraajka was entitled to attend 2 board meetings and attended both the meetings.
Directorships held in other public Companies, including listed Companies [excluding foreign and private Companies] as on 31 st March, 2018	NIL	1. Vallabh Textiles Company Ltd 2. Confederation of Indian Textile Industry	Nil
Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on 31 st March, 2018	NIL	Nil	Nil
Number of shares held in the Company as on 31 st March, 2018	692850 Equity Shares of ₹ 2/- each	Nil	Nil

Name of the Directors	Dr. Sanjay Kumar Panda	Mr. Siddharth Mehta	Mr. Pradyumna N. Shah
Age	62 years	40 years	89 years
DIN	02586135	03072352	00096793
Category (as on 31 st March 2018)	Non-Executive Independent	Non-Executive Independent	Non-Executive Independent
Date of first appointment on the Board	3 rd August, 2018	3 rd August, 2018	30 th September, 1992
Brief Resume and nature of expertise in specific functional areas	<p>Dr. Sanjay Kumar Panda is a retired IAS officer. Dr Panda had a brilliant academic career; with Gold medals as the Best Graduate, in Post-Graduation, Silver medal in Public Administration, Diploma in Forestry, PhD in Economics and International Louis Pasteur Award for outstanding contribution to silk industry. In the Indian Administrative Service (1980 batch), he worked in Tripura, Odisha and Government of India including as Chief Secretary, Tripura (2010-14) and Secretary, Ministry of Textiles(2014-15). He has various publications in his name.</p>	<p>Mr. Siddharth Mehta holds L.L.M. degree from Columbia University School Of Law, New York; General Course on Intellectual Property, World Intellectual Property Organization, Geneva. Mr. Mehta is the Managing Partner of M/s Mehta & Padamsey and in charge of the Corporate & Transactional Practice. Mr. Mehta focuses on financings, mergers & acquisitions, capital markets, & regulatory areas for businesses with an emphasis on cross-border transactions.</p>	<p>Mr. P. N. Shah is a Fellow Member of Institute of Chartered Accountants of India. He is a past President of ICAI and is a renowned professional and has more than 65 years of experience in Finance, Accounts & Auditing</p>
Terms and conditions of re-appointment	<p>Dr. Sanjay Kumar Panda is appointed for a term of five consecutive years w.e.f. 3rd August 2018 as Non-Executive Independent Director, not liable to retire by rotation</p>	<p>Mr. Siddharth Mehta is appointed for a term of five consecutive years w.e.f. 3rd August 2018 as Non-Executive Independent Director, not liable to retire by rotation.</p>	<p>Mr. P. N. Shah was appointed for a term of five consecutive years upto 15th August 2019 as Non-Executive Independent Director, not liable to retire by rotation.</p>
Details of remuneration sought to be paid and remuneration last drawn.	<p>Dr. Sanjay Kumar Panda shall be entitled to receive sitting fees of ₹ 50,000/- for attending each board meeting and commission as may be decided by the Board.</p>	<p>Mr. Siddharth Mehta shall be entitled to receive sitting fees of ₹ 50,000/- for attending each board meeting and commission as may be decided by the Board.</p>	<p>During the financial year 2017-18, sitting fees of ₹ 2.50 Lakhs was paid to Mr. P. N. Shah for attending Board and other Committee meetings of the Company and ₹1.00 lakh was paid towards commission. He will be entitled for sitting fees of ₹ 50,000/- for attending each board meeting, ₹ 10,000/- for attending each committee meeting and commission as may be decided by the Board.</p>

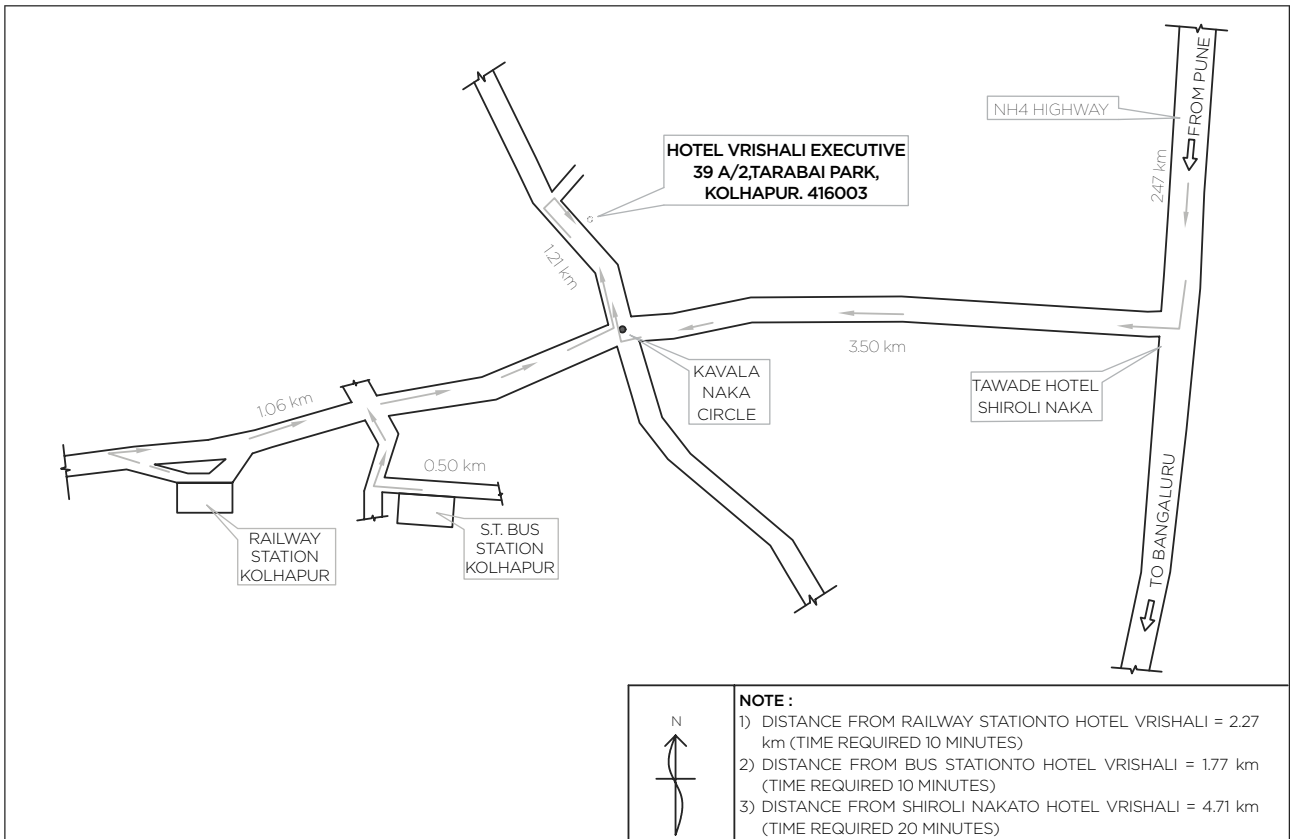
Name of the Directors	Dr. Sanjay Kumar Panda	Mr. Siddharth Mehta	Mr. Pradyumna N. Shah
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	None	None
Number of Board Meetings attended during the year	Not Applicable	Not Applicable	During the year 2017-18, four (4) Board meetings were held and Mr. P.N. Shah attended all the meetings.
Directorships held in other public Companies, including listed Companies [excluding foreign and private Companies] as on 31 st March, 2018	NIL	1. Bajaj Electricals Limited 2. TCI Industries Limited	1. Pranavadiya Spinning Mills Ltd 2. Secure Meters Limited 3. Wolkem India Limited 4. Garware Bestretch Limited 5. Garware Healthcare Limited
Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on 31 st March, 2018	NIL	TCI Industries Limited - Chairman of Audit Committee	1. Pranavadiya Spinning Mills Ltd- Member of Audit Committee 2. Secure Meters Limited - Chairman of Audit Committee 3. Wolkem India Limited - Chairman of Audit Committee 4. Garware Bestretch Limited - Chairman of Audit Committee 5. Garware Healthcare Limited - Chairman of Audit Committee
Number of shares held in the Company as on 31 st March, 2018	NIL	NIL	NIL

Name of the Directors	Mr. Anand Ramanna	Mr. Dilip J. Thakkar	Mr. Prem Malik
Age	84 years	82 years	76 years
DIN	00040325	00007339	00023051
Category (as on 31 st March 2018)	Non-Executive Independent	Non-Executive Independent	Non-Executive Independent
Date of first appointment on the Board	27 th November, 1995	28 th January, 2003	30 th October, 2009
Brief Resume and nature of expertise in specific functional areas	<p>Mr. R. Anand has wide experience of more than 50 years in Textile Industry. He is also a Director of Ferrari Eastern Fans India Pvt. Ltd., a joint venture with Italian industrial fan manufacturer, Ferrari Ventilatori Industriali S.P.A. He has also been involved in setting up joint ventures with companies in the textile engineering industry. Apart from the Textile Industry, he is also involved in other segments like cement, engineering, etc.</p> <p>Mr. Anand is a Director of The Indo Italian Chamber of Commerce & Industry and Trustee of ITAMMA (Indian Textile Accessories & Machinery Manufacturers' Association).</p>	<p>Mr. Dilip Jayantilal Thakkar is a Chartered Accountant (FCA) and fellow member of Indian Institute of Bankers. He has around 53 years of experience in the fields of Accounting, Finance, FEMA and Taxation. He serves as a Senior Partner of M/s Jayantilal Thakkar & Co. and M/s Jayantilal Thakkar Associates, Mumbai. He specializes in Foreign Exchange Management Act and extensively advises Non Resident Indians, Overseas Corporations and large Indian Companies on Investments, Taxation, collaboration etc.</p>	<p>Mr. Prem Malik is having wide experience of more than 53 years in textile and clothing at top management. Mr. Malik was Past Chairman of Confederation of Indian Textile Industry (CITI), Cotton Textile Export Promotion Council and Bombay Textile Research Association (BTRA). Mr. Prem Malik holds directorships in various textile companies.</p>
Terms and conditions of re-appointment	<p>Mr. R Anand was appointed for a term of five consecutive years upto 15th August 2019 as Non-Executive Independent Director, not liable to retire by rotation.</p>	<p>Mr. Dilip J. Thakkar was appointed for a term of five consecutive years upto 15th August 2019 as Non-Executive Independent Director, not liable to retire by rotation.</p>	<p>Mr. Prem Malik was appointed for a term of five consecutive years upto 15th August 2019 as Non-Executive Independent Director, not liable to retire by rotation.</p>
Details of remuneration sought to be paid and remuneration last drawn.	<p>During the financial year 2017-18, sitting fees of ₹ 2.50 Lakhs was paid to Mr. R Anand for attending Board and other Committee meetings of the Company and ₹ 1.00 lakh was paid towards commission. He will be entitled for sitting fees of ₹ 50,000/- for attending each board meeting, ₹ 10,000/- for attending each committee meeting and commission as may be decided by the Board.</p>	<p>During the financial year 2017-18, sitting fees of ₹ 2.30 Lakhs was paid to Mr. Dilip J. Thakkar for attending Board and other Committee meetings of the Company and ₹ 1.00 lakh was paid towards commission. He will be entitled for sitting fees of ₹ 50,000/- for attending each board meeting, ₹ 10,000/- for attending each committee meeting and commission as may be decided by the Board.</p>	<p>During the financial year 2017-18, sitting fees of ₹ 2.80 Lakhs was paid to Mr. Prem Malik for attending Board and other Committee meetings of the Company and ₹ 1.00 lakh was paid towards commission. He will be entitled for sitting fees of ₹ 50,000/- for attending each board meeting, ₹ 10,000/- for attending each committee meeting and commission as may be decided by the Board.</p>

Name of the Directors	Mr. Anand Ramanna	Mr. Dilip J. Thakkar	Mr. Prem Malik
Relationship with other Directors, Manager and other Key Managerial Personnel of the company	None	None	None
Number of Board Meetings attended during the year	During the year 2017-18, four Board meetings were held and Mr. R. Anand attended all 4 meetings.	During the year 2017-18, four Board meetings were held and Mr. Dilip J. Thakkar attended 3 meetings.	During the year 2017-18, four Board meetings were held and Mr. Prem Malik attended all 4 meetings.
Directorships held in other public Companies, including listed Companies [excluding foreign and private Companies] as on 31 st March, 2018	<ol style="list-style-type: none"> 1. Pranavadiitya Spinning Mills Limited 2. NCL Industries Limited 3. NSL Textiles Limited 	<ol style="list-style-type: none"> 1. Westlife Development Limited 2. Podar Housing and Development Limited 3. Waichandnagar Industries Limited 4. Premier Limited 5. AGC Networks Limited 6. Essar Ports Ltd 	<ol style="list-style-type: none"> 1. Lahoti Overseas Ltd 2. GTN Textiles Ltd 3. Patspin India Ltd 4. Hindoostan Mills Ltd 5. NSL Textiles Ltd 6. Ginni International Limited
Memberships / Chairmanships of Audit and Stakeholders Relationship Committees of other Public Companies as on 31 st March, 2018	<ol style="list-style-type: none"> 1. NSL Textiles Limited - Member of Audit Committee 2. Pranavadiitya Spinning Mills Ltd - Member of Audit Committee 	<ol style="list-style-type: none"> 1. Westlife Development Limited - Member of Audit Committee 2. Waichandnagar Industries Limited - Member of Audit Committee and Stakeholder Relationship Committee 3. Premier Limited - Member of Audit Committee 4. AGC Networks Limited - Member of Audit Committee 5. Essar Ports Ltd - Chairman of Audit Committee 	<ol style="list-style-type: none"> 1. Lahoti Overseas Ltd - Member of Audit Committee 2. GTN Textiles Ltd - Member of Audit Committee and Chairman of Stakeholder Relationship Committee 3. Patspin India Ltd - Member of Audit Committee & Stakeholders Relationship Committee 4. Ginni International Limited - Chairman of Audit Committee
Number of shares held in the Company as on 31 st March, 2018	NIL	NIL	1500 Equity Shares of ₹ 2/- each

ROUTE MAP TO THE 29th AGM VENUE

Venue: Hotel Vrishali Executive, Conference Hall ,
39A/2, Tarabai Park, District Kolhapur 416003, Maharashtra





INDO COUNT INDUSTRIES LIMITED

CIN: L72200PN1988PLC068972

Registered Office: Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, TalukaHatkanangale, District Kolhapur-416109, Maharashtra

Tel No: (0230)-2483105, **Fax No:** (0230)-2483275

Website: www.indocount.com; **E-mail:** icilinvestors@indocount.com

PROXY FORM- MGT-11

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :	
Registered address :	
E-mail Id:	
DP ID Client Id/ Regd. Folio No :	

I/We, being the member (s) of shares of Indo Count Industries Limited, hereby appoint

1. Name: Address :
.....

E-mail Id:Signature:....., or failing him

2. Name: Address :
.....

E-mail Id:Signature:....., or failing him

3. Name: Address :
.....

E-mail Id:Signature:.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual General Meeting of the Company to be held on Tuesday, 11th September, 2018 at 12.30 p.m. at Hotel Vrishali Executive, Conference Hall, 39 A/2, Tarabai Park, District Kolhapur - 416 003, Maharashtra and at any adjournment thereof in respect of such resolutions as are indicated here in overleaf.



Item No.	Resolution	For*	Against*
Ordinary Business			
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company including Balance Sheet as at 31 st March 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Board of Directors and Auditors thereon		
2.	To receive, consider and adopt the Audited Consolidated Financial Statements of the Company including Balance Sheet as at 31 st March 2018, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and reports of the Auditors thereon		
3.	To confirm the payment of Interim Dividend of ₹ 0.40/- per Equity Share of ₹ 2/- each made during Financial Year 2017-18		
4.	To declare a Final Dividend of ₹ 0.40/- per Equity Share of ₹ 2/- each for the Financial Year ended 31 st March, 2018		
5.	To appoint a Director in place of Mr. Mohit Anilkumar Jain (DIN: 01473966), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment		
6.	Ratification of appointment of Statutory Auditors		
Special Business			
7.	Appointment of Mr. Kailash R. Lalpuria as a Director of the Company		
8.	Appointment of Mr. Kailash R. Lalpuria as an Executive Director of the Company		
9.	Appointment of Mr. Sushil Kumar Jiwrajka as an Independent Director of the Company		
10.	Change in designation of Mr. Mohit Anilkumar Jain to "Vice Chairman" of the Company		
11.	Appointment of Dr. Sanjay Kumar Panda as an Independent Director of the Company		
12.	Appointment of Mr. Siddharth Mehta as an Independent Director of the Company		
13.	Continuation of existing term of Mr. Pradyumna N. Shah, Independent Director of the Company upto 15 th August, 2019		
14.	Continuation of existing term of Mr. Anand Ramanna, Independent Director of the Company upto 15 th August, 2019		
15.	Continuation of existing term of Mr. Dilip J. Thakkar, Independent Director of the Company upto 15 th August, 2019		
16.	Continuation of existing term of Mr. Prem Malik, Independent Director of the Company upto 15 th August, 2019		
17.	Payment of Commission to Non-Executive Independent Directors of the Company		

* Optional

Signed this day of2018

Signature of Shareholder(s): Signature of Proxy holder(s):



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Annual General Meeting. i.e. before 12.30 p.m. (IST) 9th September, 2018.



INDO COUNT INDUSTRIES LIMITED

CIN: L72200PN1988PLC068972

Registered Office: Office No. 1, Plot No. 266, Village Alte, Kumbhoj Road, TalukaHatkanangale,
District Kolhapur-416109, Maharashtra

Tel No: (0230)-2483105, **Fax No:** (0230)-2483275

Website: www.indocount.com; **E-mail:** icilinvestors@indocount.com

ATTENDANCE SLIP

29th Annual General Meeting on Tuesday, 11th September, 2018 at 12.30 p.m.

Registered Folio No./ DP ID-Client ID:	
Name and Address of the Member :	
DP ID Client Id/ Regd. Folio No :	

I/We hereby record my/our presence at the 29th Annual General Meeting of the Company held on Tuesday, 11th September, 2018 at 12.30 p.m. at Hotel Hotel Vrshali Executive, Conference Hall, 39 A/2, Tarabai Park, District Kolhapur - 416 003, Maharashtra.

Name of the Member / Proxy

Signature of Member / Proxy

Notes :

1. Only Member/Proxy holder can attend the meeting.
2. Please fill up the details in this Attendance Slip and hand it over, duly signed, at the entrance of the Meeting Hall.

Electronic Voting Particulars

Electronic Voting Event Number (EVEN)	USER ID	Password/PIN
108933		

Please read the instructions on e-voting printed in the Notice of 29th Annual General Meeting. The Voting Period starts from 9.00 a.m. (IST) on Friday, 7th September, 2018 and ends at 5.00 p.m. (IST) on Monday, 10th September, 2018. The voting module shall be disabled by NSDL for voting thereafter.



