Complete Comfort

Ref No.: ICIL/20/2026-27

3rd August, 2026

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

Subject: Submission of Notice of 37th Annual General Meeting

Dear Sir/Madam,

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed electronic copy of the Notice of the of Thirty Seventh (37th) Annual General Meeting (AGM) of Indo Count Industries Limited ("the Company") to be held on **Tuesday, 25th August, 2026 at 12:00 Noon (IST)** through Video Conferencing (VC)/ Other Audio Visual Means (OAVM). The same is sent through electronic mode to those Members whose email addresses are registered with the Company/ Registrar and Transfer Agent (RTA)/ Depositories. Further, pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, letters are also being sent by the Company to those shareholders whose email addresses are not registered with the Company/ the RTA/ the Depositories.

The said notice is also available on the Company's website:
https://www.indocount.com/images/investor/37th-AGM-Notice-2025-26.pdf

Kindly take same on record.

Thanking you,

Yours faithfully,

For **Indo Count Industries Limited**

Satnam Singh Saini

Digitally signed by Satnam Singh Saini
Date: 2026.08.03 17:53:18 +05'30'

Satnam Saini
Company Secretary & Sr. GM-Legal

Encl.: a/a

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

NOTICE

37TH ANNUAL GENERAL MEETING

Notice is hereby given that the Thirty-Seventh (37th) Annual General Meeting ("AGM") of the Members of **Indo Count Industries Limited** ("the Company") will be held on **Tuesday, 25th August, 2026** at 12:00 Noon (IST), through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

1. **Adoption of Audited Standalone and Consolidated Financial Statements**

   To receive, consider and adopt:

   a. the Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Reports of the Board of Directors and the Auditors thereon; and

   b. the Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2026, together with the Report of the Auditors thereon.

2. **Declaration of Dividend**

   To declare Final Dividend of ₹1.50/- (75%) per Equity Share of face value of ₹2/- each for the Financial Year 2025-26.

3. **Re-appointment of a Director Retiring by Rotation**

   To appoint a Director in place of Mr. Mohit Jain (DIN 01473966), who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.

SPECIAL BUSINESS:

4. **Re-appointment of Mrs. Ambika Sharma (DIN: 08201798) as a Non-Executive Independent Director of the Company**

   To consider and give assent or dissent to the following **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and in accordance with Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, (SEBI Listing Regulations) 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Mrs. Ambika Sharma (DIN: 08201798), who was appointed as an Independent Director of the Company for a term of two (2) consecutive years commencing from 27th May, 2024 to 26th May, 2026 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given her consent along with a declaration that she meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, to hold office for a second term of five (5) consecutive years, w.e.f. 27th May, 2026 to 26th May, 2031, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) and /or Company Secretary of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. **Approval of waiver of recovery of excess managerial remuneration paid/payable to Mr. Anil Kumar Jain, Executive Chairman for the Financial Year 2025-26**

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

   "RESOLVED THAT pursuant to the provisions of Section 197(10) of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Rules made thereunder, including any statutory modification thereof and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, consent of the Members of the Company be and is hereby accorded to ratify and confirm waiver of the recovery of excess managerial remuneration paid/payable to Mr. Anil Kumar Jain (DIN: 00086106), Executive Chairman during the financial year 2025-26, by way of salary, perquisites, benefits including commission amounting to ₹2,10,81,082 (Rupees Two Crores Ten Lakhs Eighty One Thousand and Eighty Two only) which is in excess of the limits prescribed under Section 197(1) of the Companies Act, 2013 read with Section II (A) of Part II of Schedule V to the Companies Act, 2013, due to inadequate profits incurred by the Company during financial year 2025-26.

   RESOLVED FURTHER THAT the Board of Directors of the Company or a Committee be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution in this regard."

6. **Approval of waiver of recovery of excess managerial remuneration paid/payable to Mr. Mohit Jain, Executive Vice-Chairman for the Financial Year 2025-26**

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

   "RESOLVED THAT pursuant to the provisions of Section 197(10) of the Companies Act, 2013 read with Schedule V and other applicable provisions, if any of the Companies Act, 2013 ("the Act") and the Rules made thereunder, including any statutory modification thereof and pursuant to the recommendation of Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members of the Company be and is hereby accorded to ratify and confirm waiver of the recovery of excess managerial remuneration paid/payable to Mr. Mohit Jain (DIN: 01473966), Executive Vice Chairman during the financial year 2025-26 by way of salary, perquisites, benefits including commission amounting to ₹85,61,461 (Rupees Eighty Five Lakhs Sixty One Thousand Four Hundred Sixty One only) which is in excess of the limits prescribed under Section 197(1) of the Companies Act, 2013 read with Section II (A) of Part II of Schedule V to the Companies Act, 2013, due to inadequate profits incurred by the Company during financial year 2025-26.

   RESOLVED FURTHER THAT the Board of Directors or a Committee of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary or desirable to give effect to this resolution in this regard."

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

Date: 30th May, 2026
Place: Mumbai

Satnam Saini
Company Secretary & GM Legal

Notes:

1. Pursuant to the General Circular no. 03/2025 dated 22nd September, 2025 read together with circular nos. 20/2020, 21/2021, 02/2022, 10/2022, 09/2023 and 09/2024 dated 5th May, 2020, 14th December, 2021, 5th May, 2022, 28th December, 2022, 25th September, 2023 and 19th September, 2024 respectively, issued by the Ministry of Corporate Affairs ("MCA") and such other applicable circulars issued by MCA and the Securities and Exchange Board of India (SEBI) (hereinafter collectively referred to as 'the 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 till further notice. In compliance with the MCA Circulars, this 37th AGM is being held through VC/OAVM.

2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the aforesaid MCA circulars and SEBI circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form and Attendance Slip are not annexed to this Notice.

3. In terms of the provisions of Sections 112 and 113 of the Act read with the said aforesaid MCA Circulars, Institutional/ Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc.) are entitled to appoint their authorized representatives to attend the AGM through VC/OAVM on their behalf and participate there at, including cast votes by electronic means (details of which are provided separately in this notice). Such Corporate Members are requested to refer 'General Guidelines for Shareholders' provided in this notice, for more information.

4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. The members, seeking any information with regard to the accounts or any matter to be placed at the AGM or having any questions in connection with the matter placed at AGM, are requested to send email to the Company on or before Monday, 17th August, 2026, on icilinvestors@indocount.com. The same will be replied suitably.

6. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts in relation to the business under Item No. 4, 5 & 6 of the Notice, is annexed hereto.

   Pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard- 2 on General Meetings, relevant details of Mrs. Ambika Sharma, Director proposed for re-appointment and Mr. Mohit Jain, Director retiring by rotation and proposed for re-appointment are provided in the **Annexure I** to this Notice.

7. In case of joint holders attending the Meeting, only such joint-holder(s) who is higher in the order of names will be entitled to vote.

8. Members, whether holding shares in electronic/ physical mode, are requested to quote their DP ID & Client ID or Folio No. for all correspondence with the Company/ RTA.

9. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number ("PAN") by every participant in securities market. Members holding shares in physical form are requested to submit their PAN details to the Company/ RTA. Members holding shares in dematerialized form are requested to submit their PAN to their respective DP.

10. Book Closure and Dividend:

    (a) The Register of Members and the Share Transfer Books of the Company will remain closed from **Tuesday, 18th August, 2026 to Tuesday, 25th August, 2026 (both days inclusive)** for the purpose of payment of dividend.

    (b) The dividend on Equity Shares, as recommended by the Board, if approved at the Annual General Meeting, will be paid subject to deduction of tax at sources (TDS), on or after Saturday, 5th September, 2026 or within a period of thirty (30) days from the date of the AGM as under:

        i. to all beneficial owners in respect of Shares held in electronic form as per details furnished by the Depositories for this purpose at the end of the business hours on Monday, 17th August, 2026.

ii. to all Members in respect of Shares held in physical form, after giving effect to valid transfer, transmission or transposition requests lodged with the Company on or before Monday, 17th August, 2026.

SEBI vide its circular dated 3rd November, 2021 subsequently amended by circulars dated 14th December, 2021 and 17th November, 2023, has mandated that with effect from 1st April, 2024, dividend shall be paid only through electronic mode to shareholders holding shares in physical form. Such payment shall be made only if the folio is KYC compliant i.e. the details of PAN, address with PIN code, mobile no., complete bank details and specimen signatures are registered with RTA/Company. In case of non-updation of PAN or address with PIN code, contact details, mobile number, bank account details or specimen signature in respect of physical folios, the payment of dividend, interest or any other entitlements shall be processed only after receipt of all the required details.

11. In pursuance of SEBI Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28th December, 2023 and Master Circular No. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated 6th February, 2026, the facility of online dispute resolution mechanism is available through the SMART ODR Portal for the investors to raise disputes arising in the Indian Securities Market. Pursuant to the above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the Members can initiate dispute resolution through the ODR Portal (https://smartodr.in/login).

12. **TDS on Dividend**

Pursuant to the Income-Tax Act, 2025 ("the IT Act"), as amended by the Finance Act, 2026, dividend income is taxable in the hands of shareholders effective 1st April, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at the prescribed rates. For the prescribed rates for various categories, the members are requested to refer to **Annexure III** of this Notice. In general, to enable compliance with TDS requirements, Members are requested to complete and /or update their Residential status, PAN, Category with their depository participants ('DPs'), in case shares are held in Demat mode or in case shares are held in physical form, with the Company/ Registrars and Transfer Agents ('RTA') by sending documents/ following procedure given in **Annexure III** of this notice on or before Friday, 14th August, 2026.

13. **Transfer of Unclaimed/ Unpaid amounts to the Investor Education and Protection Fund (IEPF)**

Members are requested to note that the amount of dividend remaining unclaimed or unpaid for a period of seven (7) years from the date of transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. Accordingly, Final Dividend 2018-19, Final Dividend 2019-20, Final Dividend 2020-21, Final Dividend 2021-22, Final Dividend 2022-23, Final Dividend 2023-24 and Final Dividend for 2024-25, are due for transfer to IEFP in the year 2026, 2027, 2028, 2029, 2030, 2031 and 2032 respectively. Members are requested to ensure that they claim the respective dividend(s) before transfer of the said amount to IEPF. Members who have not encashed their dividend warrants for said dividend(s) are requested to contact the Company/ Registrar and Transfer Agent. Further, please note that pursuant to the provisions Section 124 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') as amended to date, all shares in respect of which dividend has not been paid or claimed by the shareholders for seven (7) consecutive years or more shall be transferred to IEPF Authority as notified by the Ministry of Corporate Affairs. The list of shareholders of Unclaimed dividend is available on Company's website i.e. www.indocount.com.

The Members whose unclaimed dividends and/or shares have been transferred to IEPF, may contact the Company or RTA and submit the required documents for issue of Entitlement Letter. The Members can attach the Entitlement Letter and other required documents and file web Form IEPF-5 for claiming the dividend and/or shares available on www.mca.gov.in.

Pursuant to the provisions of the Act, read with Investor Education Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended ('Rules'), Final Dividend for FY 2018-19 and under lying shares will be due for transfer to IEPF on 18th September, 2026. The transfer to the IEPF shall be made within a period of thirty (30) days from 18th September, 2026. Accordingly the shareholders are requested to claim their unpaid dividend on or before 18th August, 2026 by sending request to Registrar and Share Transfer Agent ("RTA") of the Company on iepf.shares@in.mpms.mufg.com or to the Company at icilinvestors@indocount.com.

Adhering to the various requirements set out under IEPF Rules, as amended, the Company has during the Financial Year 2025-26 transferred to the IEPF Authority all shares in respect of which dividend has remained unpaid or unclaimed for seven (7) consecutive years or more as on the due date of transfer. Further, details of the unpaid/ unclaimed dividend (interim & final) transferred to the "Unclaimed Dividend Account – Indo Count Industries Limited" are uploaded on the website of the Company at https://www.indocount.com/Parents/iepf-unclaimed-dividends. Members willing to claim dividend that remains unclaimed are requested to correspond with the RTA or the Company.

14. 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.

15. 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.

16. In compliance with the Circulars, notice of the 37th AGM along with the Annual Report 2025-26 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2025-26 will also be available on the Company's website www.indocount.com and website of the BSE Limited at www.bseindia.com and website of National Stock Exchange of India Limited (NSE) www.nseindia.com and on the website of NSDL https://www.evoting.nsdl.com.

    Members of the Company holding shares either in physical form or in Dematerialized form as on Friday, 24th July, 2026, will be sent Annual Report for the financial year 2025-26 and Notice of 37th AGM through electronic mode.

17. 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. 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.

18. Since the AGM will be held through VC/OAVM, the Route Map is not annexed in this Notice. The venue deemed for the AGM will be the Registered Office of the Company.

19. **Registration of E-mail ID**

    Shareholders who have still not registered their E-mail ID are requested to get their E-mail ID registered as follows:

    (a) **Shareholders holding Shares in Physical Mode:** Such Shareholders are requested to register their E-mail ID with the Registrar and Share Transfer Agent ("RTA") of the Company viz. MUFG Intime India Private Limited (formerly Link Intime India Private Limited) by sending request to Company's RTA on investor.helpdesk@in.mpms.mufg.com or to the Company at icilinvestors@indocount.com. The said request be accompanied with Form ISR-1 for KYC updation.

    (b) **Shareholders holding Shares in Dematerialized Mode:** Such Shareholders are requested to register their e-mail ID with the relevant Depository Participant(s). In case of any queries/difficulties in registering the e-mail address, Shareholders may write to RTA at investor.helpdesk@in.mpms.mufg.com or to the Company at icilinvestors@indocount.com.

    Those shareholders having physical share certificate who have not yet submitted Form ISR-1, ISR-2, Nomination Form, Opting out for Nomination Form, SH-14 are requested to submit the same to RTA/ Company at earliest. Those shareholders who hold shares in dematerialized mode are requested to ensure that aforesaid KYC details and nomination are updated with their depository participants.

20. Mandatory updation of PAN, KYC, Nomination and Bank details by Members

Members holding shares in physical form

(a) As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialised form with effect from 1st April 2019, except in case of transmission or transposition of securities. Further, SEBI vide its Master Circular No. HO/38/13/(4)2026-MIRSDPOD/I/4298/2026 dated 6th February 2026 for Registrar to an Issue and Share Transfer Agent ("RTA Master Circular"), has mandated that securities shall be issued only in dematerialised mode. In view of the above and in order to eliminate risks associated with physical transfer of securities, shareholders holding equity shares of the Company in physical form are requested to consider converting their holdings to dematerialised form. SEBI vide the RTA Master Circular, has dispensed with the requirements of issuance of a Letter of Confirmation (LOC) with effect from 2nd April 2026, by the Company/ RTA while processing the above investor service requests. Accordingly, the securities will be credited directly to the shareholder's demat account upon submission of valid demat accounts details along with the demat conversion request form and Client Master List not older than two months duly attested by the Depository Participant. Members may contact the Company's Registrar and Share Transfer Agent ('RTA') for assistance in this regard.

(b) SEBI vide its Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May, 2024, has mandated that with effect from 1st April, 2024, dividend to security holders who are holding securities in physical form, shall be paid only through electronic mode. Such payment shall be made only after the shareholders furnish their PAN, contact details (postal address with PIN and mobile number), Bank Account details & Specimen Signature ("KYC").

(c) Members holding shares in physical form are requested to furnish Form ISR-1, ISR-2, Nomination Form, Opting out for Nomination Form/ SH-14 (available on the Company's website at https://www.indocount.com/Parents/kyc-updation-and-demat) to update KYC and choice of Nomination (in case the same are not already updated), to MUFG Intime India Private Limited – RTA (formerly known as Link Intime India Private Limited) at, C-101, 247 Park, L.B.S Marg, Vikhroli (West), Mumbai- 400 083, India., the Company's Registrar and Share Transfer Agent. Alternatively, Members may send digitally signed copy of their documents by email to RTA at investor.helpdesk@in.mpms.mufg.com or upload on their web portal www.in.mpms.mufg.com.

Those shareholders who are holding shares in dematerialised mode are requested to ensure that aforesaid KYC details and nomination are updated with their depository participants.

21. Issue of securities in Demat mode and Demat of shares

SEBI vide Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated 25th January, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/ splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, while making any service request, Members are requested to submit duly filled and signed Form ISR - 4, the format of which is available on the Company's website at https://www.indocount.com/Parents/kyc-updation-and-demat and on the website of the Company's RTA at https://web.in.mpms.mufg.com/KYC-downloads.html. It may be noted that any service request can be processed only after the folio is KYC Compliant. Hence, the members are once again requested to update their KYC details as specified in point 20 above.

INSTRUCTIONS FOR REMOTE E-VOTING

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2015 as amended from time to time, and Regulation 44 of Securities Exchange Board of

India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing 'remote e-voting' facility through National Securities Depository Limited (NSDL) to all Members of the Company to enable them to cast their votes electronically, on all resolutions mentioned in the notice of the 37th Annual General Meeting ("AGM") of the Company.

General Instructions:

a) The remote e-voting period begins on **Saturday, 22nd August, 2026 at 9.00 a.m. (IST) and ends on Monday, 24th August, 2026 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, 18th August, 2026** 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, 24th August, 2026. Those Members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. The voting rights of Shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-Off Date.

b) M/s. Vikas R Chomal and Associates, Practicing Company Secretaries (Membership No.: F11623; CP No: 12133), has been appointed as a Scrutinizer to scrutinize the remote e-voting process and e-voting at AGM in a fair and transparent manner.

c) In accordance with Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company has fixed Tuesday, 18th August, 2026 as the "cut-off date" to determine the eligibility to vote by remote e-voting or e-voting at the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the said cut-off date, i.e. Tuesday, 18th August, 2026, shall be entitled to avail the facility of remote e-voting or e-voting at the AGM. Only those members, who will be present at the AGM through VC/ OAVM facility and who would not have cast their vote by remote e-voting prior to the AGM and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at the AGM.

d) The members who have cast their vote by remote e-voting may also attend the AGM through VC/ OAVM but shall not be entitled to cast their vote again.

e) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote. In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may follow steps mentioned below under **"Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."**

f) The voting rights of Members shall be in proportion to their shares in the paid-up equity shares capital of the Company as on the cut-off date i.e. Tuesday, 18th August, 2026.

g) The Scrutinizer shall submit his consolidated report to the Chairman within two (2) working days from the conclusion of the AGM.

h) The result declared along with the Scrutinizer's Report shall be placed on the website of the Company at www.indocount.com 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 and www.nseindia.com respectively. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting, i.e. Tuesday, 25th August, 2026.

Process and manner for members opting to vote through remote e-voting:

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

Step 1: Access to NSDL e-Voting system

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

Pursuant to SEBI Master Circular No. HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated 30th January, 2026 (as amended) on "e-Voting facility provided by Listed Companies", e-Voting process has been enabled to all the individual demat account holders, by way of single login credential, through their demat accounts / websites of Depositories / DPs in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the e-Voting service provider (ESP) thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. Shareholders are advised to update their mobile number and e-mail ID with their DPs in order to access e-Voting facility.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the **"Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **"Register Online for IDeAS Portal"** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp. 4. 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. Once the home page of e-Voting system is launched, click on the icon **"Login"** which is available under **'Shareholder/Member'** section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App **"NSDL Speede"** facility by scanning the QR code mentioned below for seamless voting experience. App Store	Google Play

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID / Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in **Demat Mode with NSDL**	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in **Demat Mode with CDSL**	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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

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

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

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 140657 then user ID is 140657001***

5. Password details for shareholders other than Individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

      ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the **"Initial password"** or have forgotten your password:

   a) Click on **"Forgot User Details/Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.

   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 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 140657. For joining virtual meeting, you need to click on **"VC/OAVM"** link placed under **"Join General Meeting"**.

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on **"Submit"** and also **"Confirm"** when prompted.

5. Upon confirmation, the message **"Vote cast successfully"** will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders/corporate shareholders (i.e. other than individuals, HUF's, NRI's, etc.) are required to send a scanned copy (PDF/JPG Format) of their respective Board or governing body Resolution/ Authorization etc., authorizing their representative to attend the AGM through VC/OAVM on their behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by e-mail on its registered e-mail address to csvrca@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF's, NRI's etc.) can also upload their Board Resolution/Power of Attorney/ Authority Letter etc. by clicking on **"Upload Board Resolution/Authority Letter"** displayed under **"e-Voting"** tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, NSDL at evoting@nsdl.co.in.

Process for those shareholders whose e-mail ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to icilinvestors@indocount.com.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, Client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to icilinvestors@indocount.com. 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 for procuring user id and password for e-voting by providing above mentioned documents.

4. 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"** placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

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 Monday, 17th August, 2026 from their registered Email ID mentioning their name, DP ID and Client ID /Folio No, PAN, mobile number at icilinvestors@indocount.com. Those Members who have registered themselves as a speaker will only be allowed to express their views /ask questions during the AGM. For ease of conduct, speakers should send the questions in advance by sending the email on icilinvestors@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 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 Members of the Company had, at the 35th Annual General Meeting held on 1st August, 2024, approved the appointment of Mrs. Ambika Sharma as a Non-Executive Independent Director of the Company for a term of two (2) years with effect from 27th May, 2024.

Based on the recommendation of the Nomination and Remuneration Committee and after considering the performance evaluation of Mrs. Ambika Sharma during her first term, the Board of Directors, through a resolution passed by circulation on 8th May, 2026, approved and recommended her re-appointment as a Non-Executive Independent Director for a second term of five (5) consecutive years, effective from 27th May, 2026 to 26th May, 2031, subject to the approval of the Members by way of a Special Resolution.

Mrs. Ambika Sharma, aged 63 years, holds a Master's degree in Business Economics from the prestigious University of Delhi. A business economist by education, she has dedicated her professional career to building extensive international economic networks for business and industry, driving economic growth, job creation, innovation, inclusion, and entrepreneurship. With over 37 years of diverse experience, Mrs. Ambika Sharma was the first woman Director General – International at the Federation of Indian Chambers of Commerce and Industry (FICCI). She subsequently served as Managing Director, India, at the U.S.-India Business Council (USIBC). She has consistently supported organizations in their pursuit of sustainable growth and inclusive economic development and is actively involved in mentoring future leaders and strengthening knowledge on international relations.

The Company has received a notice in writing from a Member under Section 160 of the Companies Act, 2013, proposing the candidature of Mrs. Ambika Sharma for the office of Director. The Company has also received all necessary declarations and confirmations from her, including her declaration confirming that she meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The Board of Directors and the Nomination and Remuneration Committee are of the opinion that Mrs. Ambika Sharma possesses the requisite skills, expertise, and capabilities that would be of significant value to the Company. Accordingly, after considering the performance evaluation report of Mrs. Ambika Sharma for her first term of two (2) years, and taking into account her knowledge, acumen, experience, significant contributions, and continued commitment of time, the Board approved and recommended her re-appointment to the Members of the Company for a second term of five (5) consecutive years, effective from 27th May, 2026 to 26th May, 2031. The resolution seeks the approval of members for the appointment of Mrs. Ambika Sharma as an Independent Director of the Company and she shall not be liable to retire by rotation.

The disclosures and information relating to Mrs. Ambika Sharma, as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, are provided in **Annexure I** to this Notice.

A copy of the draft letter of appointment setting out the terms and conditions of her re-appointment as a Non-Executive Independent Director shall be available for inspection by the Members during normal business hours on all working days up to Friday, 14th August, 2026.

Except Mrs. Ambika Sharma, being the appointee, none of the Directors or Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

Accordingly, the Board recommends the Special Resolution set out at Item No. 4 of the Notice for approval by the Members.

ITEM NO.5 & 6

The textile industry witnessed significant challenges during FY 2025-26 following the imposition of US tariffs of up to 50% on Indian exports. As a result, the Company had to bear a significant share of the additional tariff burden, leading to pressure on profitability and margins.

This has given rise to a situation of inadequate profit during the financial year 2025-26, thus, the managerial remuneration paid/ payable by way of salary, perquisites, benefits including commission ('Managerial Remuneration') to Executive Chairman/ Vice-Chairman during the financial year 2025-26 exceeds the limits specified u/s 197 of the Act read with Schedule V thereto.

Since, the Company has inadequate profits during the financial year 2025-26, and the Managerial Remuneration paid/payable to the Mr. Anil Kumar Jain, Executive Chairman and Mr. Mohit Jain, Executive Vice Chairman during the financial year 2025-26 shall be in accordance with the limits prescribed under Section II (A) of Part II of Schedule V of the Companies Act, 2013. As the Company has paid Managerial Remuneration in excess of the limits specified under Section II(A)of Part II of Schedule V of the Companies Act, 2013, therefore, it is proposed to seek the approval from the Members of the Company by way of special resolution for waiver of recovery of excess Managerial Remuneration paid/payable to for the period 1st April, 2025 to 31st March, 2026 to Mr. Anil Kumar Jain and Mr. Mohit Jain.

The Company, as on date, is not in default in payment of dues to any bank or public financial institution or to non-convertible debenture holders or to any other secured creditor, and accordingly their prior approval is not required, for approval of the proposed special resolution/s. The Nomination and Remuneration Committee and the Board of Directors of the Company via respective resolutions passed on 28th May, 2026, and 30th May, 2026 have considered this proposal and approved and recommended the waiver of excess managerial remuneration including commission paid during the year 2025-26 to the above mentioned Executive Chairman and Executive Vice Chaiman, subject to the approval of the Members by way of Special Resolution.

In terms of Section 197(10) of the Act, the Members of the Company can waive the recovery of excess Managerial Remuneration paid to managerial personnel by way of passing a special resolution.

The disclosure required under Schedule V of the Act are mentioned in **Annexure II** to this Notice.

Mr. Anil Kumar Jain and Mr. Mohit Jain are interested in the resolution/s set out at Item Nos. 5 and 6 of this Notice respectively. Their relatives may also be deemed to be interested in the respective resolutions, to the extent of their shareholding interest, if any, in the Company. Save and except the above, none of the other Directors/ Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in these resolutions.

The Board of Directors commends the Special Resolution(s) set out at Item nos. 5 and 6 of the Notice for approval of the Members.

Annexure I

Additional Information of Directors seeking appointment/reappointment as required under Regulation 36(3) of SEBI (LODR) Regulations, 2015 & Secretarial Standard-2

Name of the Director	Mr. Mohit Jain	Mrs. Ambika Sharma
DIN	01473966	08201798
Age	50 years	63 Years
Category	Vice Chairman, Executive & Non-Independent	Non-Executive Independent
Date of first appointment on the Board	9th May, 2016	27th May, 2024
Qualification	Graduate from United States of America, specializing in the fields of Economics, Finance and Entrepreneurial Studies	Bachelor's degree in economics and Master's degree in Business Economics
Brief Resume and experience/ nature of expertise in specific functional areas	Mr. Mohit Jain is specialized in the fields of Marketing, Economics, Finance and Entrepreneurial Studies. He has more than 24 years of experience in Global Marketing and Entrepreneurship and vast expertise in overseas business.	She holds a bachelor's degree in economics and Master's degree in Business Economics from India's prestigious Delhi University. A business economist by education, she has dedicated her professional career towards building extensive international economic networks for business & industry, driving economic growth, job creation, innovation, inclusion and entrepreneurship
Terms & conditions of re-appointment	Mr. Mohit Jain is liable to retire by rotation	Mrs. Ambika Sharma is appointed as a Non-Executive Independent Director for a second term of five (5) consecutive years w.e.f. 27th May, 2026 and shall not be liable to retire by rotation.
Remuneration last drawn (FY 2025-26)	₹9.87 crores (includes commission of ₹2.90 crores)	₹15.25 lakhs
Details of remuneration sought to be paid	As approved by the Board of Directors	Sitting Fees as approved by the Board of Directors
Inter-se relationship with other Directors & Key Managerial Personnel	Mr. Mohit Jain is son of Mr. Anil Kumar Jain, Executive Chairman. Apart from this, Mr. Mohit Jain does not have any relationship with other Directors and Key Managerial Personnel of the Company. The Company does not have a Manager.	None
Number of Board Meetings attended during the year 2025-26	4 out of 4	4 out of 4
Directorships held in other companies including equity listed companies and excluding foreign companies as on 31st March, 2026	NIL	• Waaree Renewable Technologies Ltd • Panacea Biotec Ltd • LT Foods Limited • Great Eastern Energy Corporation Limited • Kajaria Ceramics Limited • Aditya Infotech Limited • Nature Bio-Foods Limited • Daawat Foods Limited • Ecopure Specialities Limited

<table>
<tr><th>Name of the Director</th><th>Mr. Mohit Jain</th><th>Mrs. Ambika Sharma</th></tr>
<tr><td>Memberships / Chairmanships of committees of other companies (excluding foreign companies) as on 31st March, 2026</td><td>NIL</td><td>
<table>
<tr><th>Name of the Companies</th><th>AC</th><th>NRC</th><th>CSR</th><th>SRC</th><th>RMC</th></tr>
<tr><td>Waaree Renewable Technologies Ltd</td><td>M</td><td>M</td><td>-</td><td>C</td><td>-</td></tr>
<tr><td>Panacea Biotec Ltd</td><td>M</td><td>C</td><td>-</td><td>C</td><td>-</td></tr>
<tr><td>LT Foods Limited</td><td>M</td><td>M</td><td>-</td><td>-</td><td>-</td></tr>
<tr><td>Great Eastern Energy Corporation Ltd</td><td>M</td><td>M</td><td>M</td><td>-</td><td>-</td></tr>
<tr><td>Kajaria Ceramics Ltd</td><td>-</td><td>M</td><td>-</td><td>-</td><td>M</td></tr>
<tr><td>Aditya Infotech Ltd</td><td>M</td><td>C</td><td>C</td><td>-</td><td>-</td></tr>
<tr><td>Nature Bio-Foods Limited</td><td>M</td><td>C</td><td>C</td><td>-</td><td>-</td></tr>
<tr><td>Daawat Foods Limited</td><td>M</td><td>-</td><td>-</td><td>-</td><td>-</td></tr>
</table>
AC – Audit Committee
NRC – Nomination & Remuneration Committee
CSR – Corporate & Social Responsibility Committee
SRC – Stakeholder Relationship Committee
RMC – Risk Management Committee
M – Member C – Chairperson</td></tr>
<tr><td>Listed entities from which the Director has resigned from directorship in the past three (3) years</td><td>NIL</td><td>Indosolar Limited</td></tr>
<tr><td>Number of shares held in the Company including shareholding as a beneficial owner as on 31st March, 2026</td><td>6,92,850 Equity Shares of ₹2/- each</td><td>Nil</td></tr>
<tr><td>Skills and capabilities required for the role</td><td>-</td><td>The skill sets possessed by Mrs. Ambika Sharma are aligned to those identified by NRC and complete details of the same are provided in the Corporate Governance Section of the Annual Report of the Company</td></tr>
</table>

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 31st March, 2026	Year ended 31st March, 2025
Revenue from operations	3,098.37	3,771.65
Operating Profit (before interest, depreciation and tax)	378.79	513.52
Profit before Tax	190.61	323.40
Profit after Tax	144.61	237.21

5) Foreign investments or collaborations, if any: NIL

II. Information about Mr. Anil Kumar Jain, Executive Chairman and Mr. Mohit Jain, Executive Vice-Chairman:

Particulars	Mr. Anil Kumar Jain	Mr. Mohit Jain
Background details	Mr. Anil Kumar Jain, a B. Com (Hons.) graduate from St. Xavier's College, Kolkata, brings over 45 years of extensive industry experience. He began his career in 1975 and held several key leadership roles within the family business. He played a pivotal role in revitalizing BIFR/sick units by implementing innovative technologies and fostering an export-oriented culture. In 1988, he established Indo Count Industries Limited as a promoter, laying the foundation for its journey to becoming a leading player in the textile industry.	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 20 years' experience in Global Marketing and Entrepreneurship. He has vast experience on overseas business and has established networking with global customers.
Past remuneration	FY 2025-26: ₹12.51 crores (includes commission of ₹3.09 crores) FY 2024-25: ₹14.57 crores (includes commission of ₹4.93 crores)	FY 2025-26: ₹9.87 crores (includes commission of ₹2.90 crores) FY 2024-25: ₹11.59 crores (includes commission of ₹4.61 crores)
Recognition or awards	Mr. Anil Kumar Jain is honoured with Best CEO (Textiles & Apparel) Award 2016, Top 100 Best CEO 2017 by Business Today, Mahatma Award 2022 by Aditya Birla Group, Industrial Excellence Award 2022 by The Textile Association of India and Vastra Ratna Award (Global Achiever) 2024 by TEXPROCIL. Under the leadership of Mr. Anil Kumar Jain, Executive Chairman, the Company has received various awards and recognitions which includes Gold Trophy from TEXPROCIL for highest exports in cotton made ups for consecutive 3 years.	Mr. Mohit Jain is honoured with various awards, some of them being: 40 under 40 - India's hottest Young Business Leaders 2017 Award by Economic Times, India's Most Trusted CEOs 2017 Award by World Consulting and Research Corporation (WCRC), The Economic Times Business Leader- Youth Icon Textiles Award 2021, Family Entrepreneur of the year Award 2024 by Entrepreneur India.

Particulars	Mr. Anil Kumar Jain	Mr. Mohit Jain
Job profile and his suitability	Mr. Anil Kumar Jain, the Executive Chairman of the Company, plays a pivotal role in providing leadership, strategic vision and direction to its business operations. He has led the Company's growth and development for more than four decades. His deep and diverse expertise in the textile industry has significantly contributed to the Company's success. Under his leadership, the Company has achieved remarkable milestones and is now recognized as one of the leading manufacturers and exporters of bed linen from India.	As Executive Vice Chairman, Mr. Mohit Jain is responsible for overseeing the overall affairs and operations of the Company, with a focus on marketing, planning and strategic initiatives. The Company has witnessed substantial growth under his leadership and guidance.
Remuneration proposed	As stated in Item No. 5 of this Notice.	As stated in Item No. 6 of this Notice.
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration including commission of Mr. Anil Kumar Jain, Executive Chairman is in line with the nature of Industry, size of Company, responsibilities entrusted and peer remuneration. After considering all the aforesaid factors, NRC and Board has recommended the remuneration specified in Item No. 5 of the notice. Considering the background, competence, responsibilities, leadership skills and vast experience of Mr. Anil Kumar Jain, the terms of his remuneration as set out in the resolution are considered to be fair, just and reasonable.	The proposed remuneration including commission of Mr. Mohit Jain is in line with the nature of Industry, size of Company, responsibilities entrusted and peer remuneration. After considering all the aforesaid factors, NRC and Board has recommended the remuneration specified in Item No. 6 of the notice. Considering the background, competence, leader skill and experience of Mr. Mohit Jain, the terms of his remuneration as set out in the resolution are considered to be fair, just and reasonable.
Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any	Mr. Anil Kumar Jain is the father of Mr. Mohit Jain and belongs to the Promoter category. Apart from this, Mr. Anil Kumar Jain does not have any relationship with the Company, other Directors and Key Managerial Personnel of the Company.	Mr. Mohit Jain is the son of Mr. Anil Kumar Jain and belongs to the Promoter category. Apart from this, Mr. Mohit Jain does not have any relationship with the Company, other Directors and Key Managerial Personnel of the Company.

III. Other information:

1) Reasons for inadequate profits:

Following the imposition of US tariffs of up to 50% on Indian exports, the Company was required to bear a significant portion of the additional tariff burden, resulting in pressure on profitability and margins during FY 2025-26. Consequently, the profits of the Company is inadequate for the purpose of payment of managerial remuneration within the limits prescribed under Section 197 of the Companies Act, 2013. Accordingly, the Company proposes to seek the approval of the Members for payment of remuneration including commission to Mr. Anil Kumar Jain, Executive Chairman, and Mr. Mohit Jain, Executive Vice-Chairman, in accordance with the provisions of Section II of Part II of Schedule V to the Companies Act, 2013. The information required to be disclosed pursuant to Paragraph A of Section II of Part II of Schedule V is set out below.

2) Steps taken or proposed to be taken for improvement:

The Company's profitability was impacted during FY 2025-26 on account of the additional tariff burden imposed on Indian exports by the United States. With the subsequent withdrawal/reduction of such additional tariffs, the Company expects improvement in its business performance and profitability. However, the Company constantly endeavors to take all such measures which shall improve the performance of the Company.

3) Expected increase in productivity and profits in measurable terms:

The Company is conscious about improvement in productivity and undertakes constant measures to improve the same. However, it is extremely difficult in present scenario to predict profits in measurable terms. For the year ended 31st March, 2026, net profit after tax stood at ₹144.61 crores.

IV. Disclosures:

The information on remuneration package of Mr. Anil Kumar Jain- Executive Chairman and Mr. Mohit Jain- Executive Vice Chairman is provided in Corporate Governance Report forming part of the Annual Report for FY 2025-26.

Annexure III

INTIMATION ON TAX DEDUCTION ON DIVIDEND:

In accordance with the provisions of the Income Tax Act, 2025 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 31st March, 2026 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 2026-27. 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 393(1) of the Act, at the rate of 10% on the amount of dividend where shareholders have registered their valid Permanent Account Number (PAN). In case, shareholders do not have PAN /have not registered their valid PAN details in their account, TDS at the rate of 20% shall be deducted under Section 397(2) of the Act.

a. Resident Individuals:

No tax shall be deducted on the dividend payable to resident individuals if –

i. Total dividend amount to be received by them during the Financial Year 2026-27 does not exceed ₹10,000/-; or

ii. The shareholders provide Form 121, provided that all the required eligibility conditions are met. Please note that all fields are mandatory to be filled up and Company may at its sole discretion reject the form if it does not fulfil the requirement of law.

Note:

1. Recording of the Permanent Account Number (PAN) for the registered Folio/DP ID-Client ID is mandatory. In the absence of valid PAN, tax will be deducted at a higher rate of 20%, as per Section 397(2) of the Act.
2. Shareholders are requested to ensure Aadhaar number is linked with his/her PAN as provided under Section 262 of the Act, as per the timelines prescribed. In case of failure of linking Aadhaar with PAN within the prescribed timelines, the PAN shall be deemed inoperative and tax shall be deducted at a higher rate under Section 397(2).

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 specified under Section 11 Schedule VII 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 11 Schedule V of the Act and they are registered with SEBI as Category I or Category II AIF along with self-attested copy of the PAN card and certificate of AIF registration with SEBI.

iv. New Pension System (NPS) Trust: Self-declaration that it qualifies as NPS trust and income is eligible for exemption under section 11 Schedule VII 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 395 of the Income-tax Act, 2025, 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 203 - In case where shares are held by Clearing Member/ intermediaries/ stock brokers and TDS is to be applied by the Company in the PAN of the beneficial shareholders, then intermediaries/ stock brokers and beneficial shareholders will have to provide a declaration.

II. For Non-resident Shareholders -

Taxes are required to be withheld in accordance with the provisions of Section 393(2) 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 395 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 159 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.

   i. Self-attested copy of Tax Residency Certificate (TRC) (for the period April 2026 to March 2027) obtained from the tax authorities of the country of which the shareholder is a resident.

   ii. Self-declaration in Form 10F (electronically filed and verified on the e-filing portal).

   iii. 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 1st April 2026 to 31st March 2027.
   - Is and will continue to remain the tax resident of the country of its residence during the period 1st April 2026 to 31st March 2027.
   - Does not have Permanent Establishment (PE) / Place of Effective Management in India

   iv. In case of Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs), copy of SEBI registration certificate.

It is recommended that shareholders should independently satisfy its eligibility to claim DTAA benefit including meeting of all conditions laid down by DTAA.

Kindly note that the Company is not obligated to apply beneficial DTAA rates at the time of tax deduction/ withholding on dividend amounts. Application of beneficial rate as per DTAA for the purpose of withholding taxes shall depend upon completeness and satisfactory review by the Company of the documents submitted by the non-resident shareholder.

PAYMENT OF DIVIDEND

The Final dividend on Equity Shares for FY 2025-26, once approved by the shareholders of the Company at the AGM, will be paid after deducting the tax at source as under:

A. FOR RESIDENT SHAREHOLDERS:

- Nil withholding in case the total dividend paid is up to ₹10,000/-.
- Nil withholding for resident shareholders in case Form 121 is submitted along with self-attested copy of the PAN linked to Aadhaar.
- Nil/ Lower withholding tax rate on submission of self-attested copy of the certificate issued under Section 395 of the Act.
- 10% for resident shareholders in case PAN is provided / available.
- 20% for resident shareholders in case PAN is not provided / not available/ PAN-Aadhaar linking not done.

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 395 of the Act.
- 10% plus applicable surcharge and cess for GDR holders if they provide a self-attested copy of the PAN card in accordance with provisions of Section 393 read with section 209 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 Equity shares under multiple accounts under different status / category and single PAN, may note that, higher of the tax as applicable to the status in which shares held under a PAN will be considered on their entire holding in different accounts.

SUBMISSION OF TAX RELATED DOCUMENTS:

The referred documents can be submitted with Company's RTA before the record date at https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html or at the following address or through email from your registered e-mail ID:

M/s. MUFG Intime India Private Limited
(Formerly Link Intime India Private Limited)
C-101, 247 Park, L.B.S. Marg, Vikhroli West,
Mumbai – 400 083, Maharashtra, India
E-mail ID: investor.helpdesk@in.mpms.mufg.com

Shareholders can contact Company for any query related to dividend on icilinvestors@indocount.com

No communication/documents on the tax determination / deduction shall be considered post Friday, 14th August, 2026.

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 168, which can be downloaded from their e-filing account at https://www.incometax.gov.in/iec/foportal/.

Further, shareholders who have not registered their email address are requested to register the same with our RTA at weblink: https://web.in.mpms.mufg.com/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 or investor.helpdesk@in.mpms.mufg.com

Information at a glance

Particulars	Details
Time and date of AGM	Tuesday, 25th August, 2026 at 12:00 noon (IST)
Mode	Video Conferencing ("VC")
Link for Participating in the meeting through VC	https://www.evoting.nsdl.com/
Contact details of NSDL for assistance before or during the AGM	E-mail: evoting@nsdl.com Contact No: 022 4886 7000 Members can connect with: Ms. Pallavi Mhatre (Assistant Vice-President-NSDL) at evoting@nsdl.com
Record Date for eligibility to Final dividend	Monday, 17th August, 2026
Date of payment of Final Dividend	On or before Thursday, 24th September, 2026
Cut-off date for eligibility of remote e-voting and voting at the AGM	Tuesday, 18th August, 2026
E-voting start time and date	Saturday, 22nd August, 2026 - 9:00 a.m. (IST)
E-voting end time and date	Monday, 24th August, 2026 - 5:00 p.m. (IST)
E-Voting event number (EVEN)	140657
E-voting website of NSDL	https://www.evoting.nsdl.com/

Particulars	Details
Date, E-mail address and Link to submit the form for TDS exemption	Friday, 14th August, 2026 up to 6.00 p.m. (IST) E-mail ID: investor.helpdesk@in.mpms.mufg.com Link: https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html
Registration for Speaker Shareholder	Send e-mail to icilinvestors@indocount.com on or before Monday, 17th August, 2026 (Please mention registered e-mail address, Name of shareholder, DP ID and Client ID/ Folio No., PAN, Mobile No. in the e-mail sent for registration)
Name, address and contact details of Registrar and Share Transfer Agent.	MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) C-101, Embassy 247, L.B.S. Marg, Vikhroli (West), Mumbai- 400083. Tel No: +91 810 811 6767 Link to register queries- https://web.in.mpms.mufg.com/helpdesk/Service_Request.html Website: https://in.mpms.mufg.com