

Vivek Divekar & Co

Flat No.21, Ganesh kunj Society, Sinhgad Road, Pune 411051

Scrutinizer's Report

(Pursuant to section 108 and Rule 20 of the Companies (Management & Administration) Rules, 2014

To

The Chairman

60th Annual General Meeting of the Equity shareholders

Of The Indian Card Clothing Co. Limited to be held on 31st July, 2014 at Companies office at Mumbai
Pune Road, Pimpri , Pune 411 018

Dear Sir

I, Vivek Divekar, Practicing Company Secretary having office at Flat No.21, Ganesh kunj Society, Manikbaug, Sinhgad Road, Pune 411 051 have been appointed as scrutinizer of The Indian Card Clothing Co.Limited for the purpose of scrutinizing the e voting process in a fair and transparent manner to ascertain requisite majority on e voting carried out as per the provisions of the Companies Act, 1956 and Rule 20 of the Companies (Management & Administration) Rules, 2014 on below mentioned resolutions at 60th Annual General Meeting of the equity shareholders of The Indian Card Clothing Co. Limited to be held on 31st July, 2014 at 12.00 noon at Mumbai Pune Road, Pimpri, Pune 411 018. I submit my report as under

1. The e-Voting period remained open from 24th July, 2014 (9.00 a.m.) to 26th July, 2014 (6.00 p.m.)
2. The shareholders holding the shares as on the cut off date i.e 20th June, 2014 were entitled to vote on the proposed resolutions (item No.1 to 9 set out in the Notice of Annual General Meeting of The Indian Card Clothing Co.Limited)
3. The votes were unblocked on 26th July, ,2014 around 7.00 p.m. in presence of two witnesses Mr.Arun Deshpande (Kothrud, Pune) and Mr. Prasad Gohad (Sinhgad Road, Pune) who are not in the employment of the company . They have signed below in confirmation of the votes being unblocked in their presence.


Arun Deshpande


Prasad Gohad

4. Thereafter , details of e voting , inter alia, list of shareholders who voted " For" and " Against" were down loaded from the e voting website of National Securities Depository Limited (NSDL)



5. The result of the e Voting is as under

- a) Resolution 1 Adoption of Financial Statements for the year ended on 31st March, 2014, passed with requisite majority.

i) Voted in favour of the resolution

Number of members voted through e-Voting system	Number of vote casts in favour of the resolution	% of total number of valid votes
05	2610276	100

ii) Voted against the resolution

Number of members voted through e-Voting system	Number of vote casts against the resolution	% of total number of valid votes
00	00	00

iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of vote casts by them
00	00

- b) Resolution 2 To declare final dividend for the year ended on 31st March, 2014, passed with requisite majority

ii) Voted in favour of the resolution

Number of members voted through e-Voting system	Number of vote casts in favour of the resolution	% of total number of valid votes
05	2610276	100

ii) Voted against the resolution

Number of members voted through e-Voting system	Number of vote casts against the resolution	% of total number of valid votes
00	00	00

iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of vote casts by them
00	00



- c) Resolution 3 To appoint M/s B.K.Khare & Co , Chartered Accountant as statutory auditors of the company and to fix their remuneration, passed with requisite majority

iii) Voted in favour of the resolution

Number of members voted through e-Voting system	Number of vote casts in favour of the resolution	% of total number of valid votes
04	2610236	100

ii) Voted against the resolution

Number of members voted through e-Voting system	Number of vote casts against the resolution	% of total number of valid votes
00	00	00

iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of vote casts by them
00	00

- d) Resolution 4 To re appoint Mr.Prashant Trivedi, who retires by rotation and offers himself for reappointment , passed with requisite majority

iv) Voted in favour of the resolution

Number of members voted through e-Voting system	Number of vote casts in favour of the resolution	% of total number of valid votes
04	2610236	100

ii) Voted against the resolution

Number of members voted through e-Voting system	Number of vote casts against the resolution	% of total number of valid votes
00	00	00

iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of vote casts by them
00	00



- e) Resolution 5 To appoint Mr.H.C.Asher , as independent director for a period of five years, who was appointed as director in 59th Annual General Meeting of the company held on 1st August, 2013 in accordance with principle of proportional representation., passed with requisite majority

v) Voted in favour of the resolution

Number of members voted through e-Voting system	Number of vote casts in favour of the resolution	% of total number of valid votes
04	2610236	100

ii) Voted against the resolution

Number of members voted through e-Voting system	Number of vote casts against the resolution	% of total number of valid votes
00	00	00

iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of vote casts by them
00	00

- f) Resolution 6 To appoint Mr.J.M.Kothari , as independent director for a period of five years, who was appointed as director in 59th Annual General Meeting of the company held on 1st August, 2013 in accordance with principle of proportional representation. , passed with requisite majority

vi) Voted in favour of the resolution

Number of members voted through e-Voting system	Number of vote casts in favour of the resolution	% of total number of valid votes
04	2610236	100

ii) Voted against the resolution

Number of members voted through e-Voting system	Number of vote casts against the resolution	% of total number of valid votes
00	00	00

iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of vote casts by them
00	00



- g) Resolution 7 To appoint Mr.C.M.Maniar , as independent director for a period of five years, who was appointed as director in 59th Annual General Meeting of the company held on 1st August, 2013 in accordance with principle of proportional representation. , passed with requisite majority

vii) Voted in favour of the resolution

Number of members voted through e-Voting system	Number of vote casts in favour of the resolution	% of total number of valid votes
04	2610236	100

ii) Voted against the resolution

Number of members voted through e-Voting system	Number of vote casts against the resolution	% of total number of valid votes
00	00	00

iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of vote casts by them
00	00

As Mr.C.M.Maniar expired on 29th June, 2014, the e Voting process for his appointment has become invalid

- h) Resolution 8 To appoint Mr.Sudhir Merchant, as independent director for a period of five years, who was appointed as director in 59th Annual General Meeting of the company held on 1st August, 2013 in accordance with principle of proportional representation., passed with requisite majority

viii) Voted in favour of the resolution

Number of members voted through e-Voting system	Number of vote casts in favour of the resolution	% of total number of valid votes
04	2610236	100

ii) Voted against the resolution

Number of members voted through e-Voting system	Number of vote casts against the resolution	% of total number of valid votes
00		00



iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of vote casts by them
00	00

i) Resolution 9 To approve remuneration of Cost Auditors , passed with requisite majority

ix) Voted in favour of the resolution

Number of members voted through e-Voting system	Number of vote casts in favour of the resolution	% of total number of valid votes
04	2610236	100

ii) Voted against the resolution

Number of members voted through e-Voting system	Number of vote casts against the resolution	% of total number of valid votes
00	00	00

iii) Invalid votes

Total Number of members whose votes were declared invalid	Total Number of vote casts by them
00	00

6. The registers and other papers and other records relating to electronic voting shall remain in our safe custody until the chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting and same are handed over to the company secretary for safe keeping .

Thanking You

Yours Faithfully

For Vivek Divekar & Co

Vivek Divekar

Practicing Company Secretary

C.P.No.5636

Place : Pune

Date : 28th July 2014

