



August 13, 2016

To
The Listing Department,
BSE Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Bldg., P.J. Towers,
Dalal Street, Mumbai 400 001.

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

Madam/Sir,

SUB : Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015

REF : Symbol: INDIANCARD; Scrip Code: 509692

This is to inform you that the 62nd Annual General Meeting (AGM) of the Company was held on August 12, 2016 at the registered office of the Company at Mumbai – Pune Road, Pimpri, Pune – 411 018.

In this regard, please find enclosed the following:

- 01) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 02) Report of the Scrutinizer dated August 12, 2016, pursuant to Section 108 of Companies Act, 2013 ("Act") and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules 2014.

The above details are uploaded on the Company's website (www.cardindia.com)

You are requested to take the same on your record.

Thanking you,

Yours Faithfully,
For The Indian Card Clothing Company Limited,

Amogh Barve
Company Secretary
Membership No. : A33080



Encl: As above

THE INDIAN CARD CLOTHING COMPANY LIMITED

(CIN : L29261PN1955PLC009579)

Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM	12-08-2016							
Total number of shareholders on record date	9622							
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:	1							
Public:	56							
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:	Not Applicable							
Public:	Not Applicable							
Resolution No. 1								
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Audited Financials Statements as at March 31, 2016 (Standalone and Consolidated) together with the reports of Directors' and Auditors' thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll	2610166	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2610166	0	0.0000	00	0	0.0000	0.0000
	Total	2610166	2610166	100	2610166	0	100	0
Public- Institutions	E-Voting	2057	0	0.0000	00	0	0.0000	0.0000
	Poll	2057	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2057	0	0.0000	00	0	0.0000	0.0000
	Total	2057	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1938897	112	0.0058	112	0	100.0000	0.0000
	Poll	1938897	102211	5.2716	102160	51	99.9501	0.0498
	Postal Ballot (if applicable)	1938897	0	0.0000	00	0	0.0000	0.0000
	Total	1938897	102323	5.2774	102272	51	199.9501	0.0498
	Total	4551120	2712489	59.6005	2712438	51	99.9981	0.0019



THE INDIAN CARD CLOTHING COMPANY LIMITED

(CIN : L29261PN1955PLC009579)

Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM		12-08-2016						
Total number of shareholders on record date		9622						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		1						
Public:		56						
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
Resolution No. 2								
Resolution required: (Ordinary/ Special)		ORDINARY - Confirmation of Special Dividend paid as Interim Dividend for the financial year 2015-16 on Equity Shares and declaration of Final Dividend on Equity Shares for the financial year 2015-16						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll	2610166	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2610166	0	0.0000	00	0	0.0000	0.0000
	Total	2610166	2610166	100	2610166	0	100	0
Public- Institutions	E-Voting	2057	0	0.0000	00	0	0.0000	0.0000
	Poll	2057	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2057	0	0.0000	00	0	0.0000	0.0000
	Total	2057	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1938897	112	0.0058	112	0	100.0000	0.0000
	Poll	1938897	102211	5.2716	102211	0	100.0000	0.0000
	Postal Ballot (if applicable)	1938897	0	0.0000	00	0	0.0000	0.0000
	Total	1938897	102323	5.2774	102323	0	200	0
Total		4551120	2712489	59.6005	2712489	0	100.0000	0.0000



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(CIN : L29261PN1955PLC009579)

Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

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Total number of shareholders on record date		9622						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		1						
Public:		56						
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
Resolution No. 3								
Resolution required: (Ordinary/ Special)		ORDINARY - Appointment of a Director in place of Mr. Prashant K. Trivedi (DIN : 00167782), who retires by rotation and being eligible, offers himself for reappointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll	2610166	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2610166	0	0.0000	00	0	0.0000	0.0000
	Total	2610166	2610166	100	2610166	0	100	0
Public- Institutions	E-Voting	2057	0	0.0000	00	0	0.0000	0.0000
	Poll	2057	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2057	0	0.0000	00	0	0.0000	0.0000
	Total	2057	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1938897	112	0.0058	112	0	100.0000	0.0000
	Poll	1938897	102211	5.2716	102160	51	99.9501	0.0498
	Postal Ballot (if applicable)	1938897	0	0.0000	00	0	0.0000	0.0000
	Total	1938897	102323	5.2774	102272	51	199.9501	0.0498
	Total	4551120	2712489	59.6005	2712438	51	99.9981	0.0019



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(CIN : L29261PN1955PLC009579)

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Total number of shareholders on record date		9622						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		1						
Public:		56						
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
Resolution No. 4								
Resolution required: (Ordinary/ Special)		ORDINARY - Ratification of appointment of M/s. B.K. Khare & Co., Chartered Accountants, (Firm Registration No. 105102W) as the Statutory Auditors of the Company to hold the office till the conclusion of the sixty-third Annual General Meeting of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll	2610166	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2610166	0	0.0000	00	0	0.0000	0.0000
	Total	2610166	2610166	100	2610166	0	100	0
Public- Institutions	E-Voting	2057	0	0.0000	00	0	0.0000	0.0000
	Poll	2057	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2057	0	0.0000	00	0	0.0000	0.0000
	Total	2057	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1938897	112	0.0058	112	0	100.0000	0.0000
	Poll	1938897	102211	5.2716	102160	51	99.9501	0.0498
	Postal Ballot (if applicable)	1938897	0	0.0000	00	0	0.0000	0.0000
	Total	1938897	102323	5.2774	102272	51	199.9501	0.0498
	Total	4551120	2712489	59.6005	2712438	51	99.9981	0.0019



THE INDIAN CARD CLOTHING COMPANY LIMITED

(CIN : L29261PN1955PLC009579)

Voting Results under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Date of the AGM/EGM		12-08-2016						
Total number of shareholders on record date		9622						
No. of shareholders present in the meeting either in person or through proxy:								
Promoters and Promoter Group:		1						
Public:		56						
No. of Shareholders attended the meeting through Video Conferencing								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
Resolution No. 5								
Resolution required: (Ordinary/ Special)		SPECIAL - Approval to keep the Register and Index of Members and copies of all Annual Returns filed under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed to the Annual Return or any other documents as may be required, at the office of the Registrar and Transfer Agent of the Company, i.e., Karvy Computershare Private Limited in Mumbai						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll	2610166	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2610166	0	0.0000	00	0	0.0000	0.0000
	Total	2610166	2610166	100	2610166	0	100	0
Public- Institutions	E-Voting	2057	0	0.0000	00	0	0.0000	0.0000
	Poll	2057	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2057	0	0.0000	00	0	0.0000	0.0000
	Total	2057	0	0	0	0	0	0
Public- Non Institutions	E-Voting	1938897	112	0.0058	112	0	100.0000	0.0000
	Poll	1938897	102174	5.2697	102123	51	99.9500	0.0499
	Postal Ballot (if applicable)	1938897	0	0.0000	00	0	0.0000	0.0000
	Total	1938897	102286	5.2755	102235	51	199.95	0.0499
	Total	4551120	2712452	59.5997	2712401	51	99.9981	0.0019





S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

REPORT OF SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014]

To

12th August, 2016

The Chairman

62nd (Sixty Second) Annual General Meeting (AGM) of the Equity Shareholders of **THE INDIAN CARD CLOTHING COMPANY LIMITED** held on Friday, August 12, 2016 at 12:00 noon at Mumbai – Pune Road, Pimpri, Pune - 411 018.

Dear Sir,

Sub.: Report of the Scrutinizer on the voting by the shareholders of The Indian Card Clothing Co. Limited on the resolutions passed at the 62nd Annual General Meeting (AGM) by e-voting ('remote e-voting') conducted pursuant to the provisions of the Section 108 of the Companies Act, 2013 ('Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014, and the voting through physical ballot forms [by post or in person* attending the AGM]

I, S. Anantha Rama Subramanian, Practising Company Secretary (FCS: 4443; CP: 1925) have been appointed as the Scrutinizer by the Board of Directors of The Indian Card Clothing Co. Limited ('Company') vide resolution dated 19th May, 2016, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize and report on the electronic voting ('remote e-voting') and the voting through physical ballot forms (by post or in person*) received from the shareholders of the Company in respect of the resolutions proposed to be passed at the Sixty Second Annual General Meeting of the members of the Company scheduled to be held on Friday, August 12, 2016 at 12:00 noon at Mumbai – Pune Road, Pimpri, Pune-411 018, and I submit my report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means (remote e-voting) and voting by use of ballot by the shareholders on the resolutions proposed in the notice of the 62nd Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that voting process both through electronic means and through physical ballot forms [by post or in person* attending the AGM] are conducted in a fair and transparent manner and submit the consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the report generated electronically or voting through physical ballot forms.

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* (by the shareholder himself or through authorised representative or by proxy attending the AGM)





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2. As per the Notice of 62nd Annual General Meeting of the Shareholders and the 'Advertisement' published pursuant to Rule 20(4)(v) of the Companies [(Management and Administration) Rules, 2014] (Amendment Rules, 2015) on 21st July, 2016, the remote e-voting opened at 09.00 a.m. on August 09, 2016 and remained open until 05.00 p.m. on August 11, 2016.
3. The Shareholders holding the Equity Shares of the Company as on August 05, 2016 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 62nd Annual General Meeting of the Company.
4. The voting by the Shareholders of the Company, who have sent the physical ballot forms upto the closing hours of Thursday, 11th August, 2016, (5.00 p.m. IST) have been considered as valid for the purpose of voting.
5. After the declaration of voting by use of ballot by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently on close of voting hours was opened in the presence of two witnesses who are not the employees of the Company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the Authorizations / proxies lodged with the Company. The voters were also scrutinized for the purpose of eliminating duplicate voting i.e., those who e-voted through Karvy facility had been blocked and the ballot forms were issued only to those members who were present at the Annual General Meeting and who had not voted through remote e-voting
6. The ballots, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
7. The votes on remote e-voting were unblocked, in the presence of two witnesses who are not the employees of the Company, at around 12.45 p.m. after conclusion of voting at the AGM and the e-voting results / list of Equity Shareholders who were voted for and against were downloaded from the e-voting website of Karvy Computershare Private Limited ("**Karvy**") (<https://evoting.karvy.com>) and the same are being handed over to the Chairman.
8. The total votes cast in favour or against all the resolutions proposed in the Notice of the AGM are as under:



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A. Resolution No. 1: Ordinary Resolution

Adoption of the Audited Standalone and Consolidated Financial Statements, of the Company for the year ended 31st March, 2016, together with the reports of Board of Directors and Auditors.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	26,10,278	96.232
Voting by ballot	50	102160	3.766
Total	57	2,712,438	99.998

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	1	51	0.002
Total	1	51	0.002

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
6	227

Summary of Total valid votes for Resolution No. 1

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	2,712,438	99.998
Votes against	51	0.002
Total	27,12,489	100.00



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B. Resolution No. 2: Ordinary Resolution

Declaration of Final Dividend on Equity Shares for the year ended March 31, 2016.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	26,10,278	96.232
Voting by ballot	51	1,02,211	3.768
Total	58	27,12,489	100.00

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	-	-	-
Total	-	-	-

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
6	227

Summary of Total valid votes for Resolution No. 2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	27,12,489	100.00
Votes against	-	-
Total	27,12,489	100.00



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C. Resolution No. 3: Ordinary Resolution

Appointment of Director in place of Mr. Prashant K. Trivedi (DIN: 00167782), who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	26,10,278	96.232
Voting by ballot	50	102160	3.766
Total	57	2,712,438	99.998

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	1	51	0.002
Total	1	51	0.002

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
6	227

Summary of Total valid votes for Resolution No. 3

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	2,712,438	99.998
Votes against	51	0.002
Total	27,12,489	100.00



Prashant K. Trivedi ...6



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D. Resolution No. 4: Ordinary Resolution

Ratification of appointment of M/s. B.K. Khare & Co., Chartered Accountants, Pune, (Firm Registration No. 105102W) as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Sixty-Third AGM of the Company and to fix their remuneration.

i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	26,10,278	96.232
Voting by ballot	50	102160	3.766
Total	57	2,712,438	99.998

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	1	51	0.002
Total	1	51	0.002

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
6	227

Summary of Total valid votes for Resolution No. 4

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	2,712,438	99.998
Votes against	51	0.002
Total	27,12,489	100.00



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E. Resolution No. 5: Special Resolution

Approval to keep the Register and Index of Members and copies of all Annual Returns filed under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed to the Annual Return or any other documents as may be required, at the office of the Registrar and Transfer Agent of the Company, i.e., Karvy Computershare Private Limited ("Karvy") in Mumbai.

i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	7	26,10,278	96.233
Voting by ballot*	49	1,02,123	3.765
Total	56	27,12,401	99.998

Note: one folio holding 37 equity shares abstained from passing the above resolution.

(ii) Voted **against** the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by ballot	1	51	0.002
Total	1	51	0.002

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
6	227

Summary of Total valid votes for Resolution No. 5

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	27,12,401	99.998
Votes against	51	0.002
Total	27,12,452	100.00



[Signature]

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S. Anantha Rama Subramanian
BBA, LLB, FCS

S. ANANTHA & CO.
COMPANY SECRETARIES

C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai 400080
Tel : (+91 22) 2591 3041
Cell : +91 98 33 77 00 11
Website : www.aishcon.co
income108@yahoo.co.in/admin@aishcon.co

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9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of 62nd Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.

Thanking You,

Yours faithfully,
For S. ANANTHA & Co.,
Company Secretaries

S. Anantha Rama Subramanian
Proprietor
FCS: 4443; CP: 1925



Witnesses:

1. *Salpey*

Name: Mahesh Janu Salpe
S/o : J. L. Salpe
Address: C/o S. Anantha & Co.
Company Secretaries
C-316, 3rd flr, Nirmal Avior Galaxy
LBS Marg, Mulund (W), Mumbai-80
Occupation = Service
Counter signed

2. *Devidas Amobhore*

Devidas Amobhore
Dagdu Amobhore
C/O - C-316 3rd Floor
Nirmal Avior Galaxy
LBS Marg Mulund (W) - 400080

For The Indian Card Clothing Company Limited

Prashant K. Trivedi
Chairman of the 62nd Annual General Meeting
DIN: 00167782

