



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 : Submission of Annual Report for the financial year 2015-16

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 Annual Report of the Company for the financial year 2015-16 as required under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015 and pursuant to the provisions of the Companies Act, 2013 and the rules made thereunder. The said Annual Report for the financial year 2015-16 was duly approved and adopted by the members of the Company at the 62nd Annual General Meeting held yesterday, i.e., on August 12, 2016.

You are requested to take the same on your record.

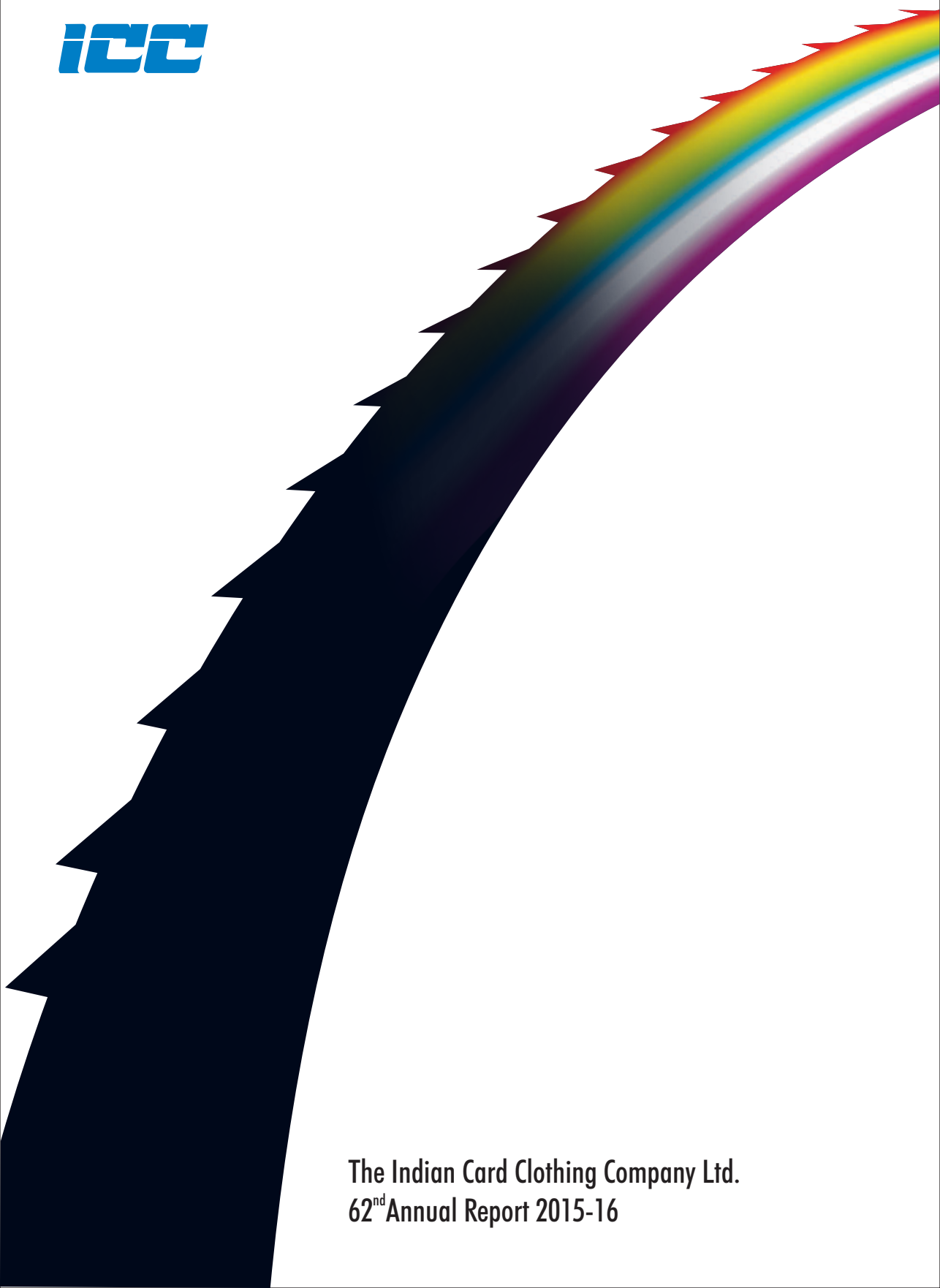
Thanking you,

Yours Faithfully,
For The Indian Card Clothing Company Limited,

Amogh Barve
Company Secretary
Membership No. : A33080



Encl: As above



The Indian Card Clothing Company Ltd.
62nd Annual Report 2015-16

SUMMARY OF FIVE YEAR DATA

Sr. No.	Particulars	Year Ended				
		31.03.2016	31.03.2015	31.03.2014	31.03.2013	31.03.2012
1	STATEMENT OF PROFIT & LOSS					
	Sales					
	Metallic Card Clothing	4,144.47	3,990.86	4,300.28	3,755.96	3,661.35
	Wollen	613.25	922.41	837.17	597.52	523.25
	Other	739.40	746.71	746.63	551.72	662.19
	Trading Goods	128.50	54.00	85.32	90.36	118.89
	Service Income	135.31	140.10	83.19	71.38	56.21
	Total	5,760.93	5,854.08	6,052.59	5,066.94	5,021.89
	Includes Export	1,456.74	1,433.02	1,412.25	1,152.70	1,484.31
2	Other Income					
	Dividend & Interest	161.52	86.39	64.36	81.28	113.21
	Profit/(Loss) on Sale of Investments	(65.31)	92.79	397.74	163.18	331.14
	Profit on Sale of Assets	1,931.31	14.80	14.42	330.28	1,278.19
	Rent Received	814.69	929.17	852.99	780.52	619.30
	Others	7.77	128.43	59.57	75.73	38.03
	Total	2,849.98	1,251.58	1,389.08	1,430.99	2,379.87
3	Material Cost including stock change	2,073.86	2,228.48	2,390.76	1,806.68	1,896.51
4	Staff Cost	1,866.19	2,118.76	1,740.37	1,685.42	1,738.94
5	Other Expenses	2,176.35	2,100.07	2,109.47	1,638.53	1,583.18
6	Depreciation	740.21	1,011.68	742.32	538.13	528.86
7	Interest	80.73	111.92	149.61	111.33	123.15
8	Profit Before Tax	1,673.57	(465.25)	309.14	717.84	1,531.12
9	Current & Deferred Tax	(313.36)	(82.45)	72.89	254.51	407.36
10	Profit After Tax	1,360.21	(382.80)	236.25	463.33	1,123.76
11	Earning per Share Rs.	29.89	(8.41)	5.19	10.18	24.69
12	Dividend per Share Rs.	14.50	2.50	3.00	3.50	13.50
	BALANCE SHEET					
13	Fixed Assets					
	Gross Block	11,433.08	12,142.73	12,012.48	11,855.40	10,053.98
	Depreciation	(6,705.10)	(6,171.85)	(5,264.68)	(4,549.32)	(4,184.05)
	Net Block	4,727.98	5,970.88	6,747.80	7,306.08	5,869.93
14	Investments	5,202.02	2,678.00	2,883.08	2,805.00	3,085.52
15	Bank Deposits	9.30	434.07	210.68	49.14	4.90
16	Other Current Assets	2,796.62	2,955.04	3,264.21	3,201.83	3,250.71
17	Security Deposits	(1,247.68)	(1,371.83)	(1,511.71)	(1,511.71)	(1,364.46)
18	Other Current Liabilities & Provisions	(1,749.27)	(946.80)	(1,187.12)	(1,457.86)	(1,203.19)
19	Deferred Tax	118.34	84.23	1.68	74.68	21.61
	APPLICATION OF FUNDS	9,857.31	9,803.59	10,408.62	10,467.16	9,665.02
20	Share Capital	455.11	455.11	455.11	455.11	455.11
21	Reserves & Surplus	8,644.42	8,079.23	8,599.11	8,518.54	8,241.57
22	Loan Funds	757.78	1,269.25	1,354.40	1,493.51	968.34
	SOURCES OF FUNDS	9,857.31	9,803.59	10,408.62	10,467.16	9,665.02

THE INDIAN CARD CLOTHING COMPANY LIMITED

DIRECTORS

K. K. TRIVEDI	Chairman Emeritus
PRASHANT K. TRIVEDI	Chairman
H. C. ASHER	Director
J. M. KOTHARY	Director
SUDHIR MERCHANT	Director
S. S. PANDIT	Director
M. K. TRIVEDI	Managing Director

AUDITORS

M/s. B. K. Khare & Co.
706/708, Sharda Chambers,
New Marine Lines,
Mumbai 400 020

SOLICITORS

M/s. Crawford Bayley & Co.
State Bank Building,
N. G. Vaidya Marg,
Mumbai 400 023.

MANAGEMENT TEAM

M. K. Trivedi	Managing Director
K. N. Suvarna	Vice President (Finance & Accounts)
Rajendra Sabnis	Vice President (Human Resources)
Prasad Mahale	Vice President (Sales & Marketing)
Praveen Agarwal	Vice President (Operations - Nalagarh)
Amogh Barve	Company Secretary

BANKERS

Corporation Bank
HDFC Bank

REGISTERED OFFICE

Mumbai-Pune Road,
Pimpri, Pune 411 018.
Tel. : (020) 39858200
Fax.: (020) 39858300
Website : www.cardindia.com
e-mail : investor@cardindia.com

ANNUAL GENERAL MEETING

12.00 noon, Friday, August 12, 2016
at the Registered Office

REGISTRAR AND TRANSFER AGENT

Karvy Computershare Private Limited,
Karvy Selenium Tower B,
Plot No.31 & 32, Gachibowli,
Financial District, Nanakramguda,
Serilingampally,
Hyderabad - 500 032
Tel. : (040) 67162222
Fax. : (040) 23420814
E-mail : einward.ris@karvy.com

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NOTICE

NOTICE is hereby given that the **Sixty-Second Annual General Meeting** of the Members of THE INDIAN CARD CLOTHING COMPANY LIMITED will be held at the registered office of the Company at Mumbai – Pune Road, Pimpri, Pune 411 018 on **Friday, August 12, 2016 at 12.00 noon**, to transact the following business:

ORDINARY BUSINESS:

01. To receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and the Auditors.
02. To declare Final Dividend on Equity Shares for the year ended on March 31, 2016.
03. To appoint a Director in place of Mr. Prashant K. Trivedi (DIN : 00167782) who retires by rotation and being eligible, offers himself for re-appointment.
04. To consider and, if thought fit, to pass, the following resolution as an **Ordinary Resolution** :

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the “Act”) and the Companies (Audit and Auditors) Rules, 2014, and on the recommendation of the Audit Committee and the Board of Directors, the Company hereby ratifies the appointment of M/s. B.K. Khare & Co., Chartered Accountants, Pune, (Firm Registration No. 105102W), as Auditors of the Company to hold the office from the conclusion of this Annual General Meeting (AGM) till conclusion of the sixty-third AGM of the Company at such remuneration and reimbursement of actual out of pocket expenses as may be mutually agreed between the Board of Directors of the Company and the Auditors plus taxes and the Board of Directors (including a Committee thereof), be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, relevant, usual and / or expedient for giving effect to this resolution.”

SPECIAL BUSINESS:

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

“RESOLVED THAT pursuant to the provisions of Section 94, other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder, approval of the Members of the Company be and is hereby accorded 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.

RESOLVED FURTHER THAT the Board of Directors of the Company (including a Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things may be necessary, relevant, usual and / or expedient for giving effect to the above resolution and matters related thereto”.

By Order of the Board of Directors
For The Indian Card Clothing Company Limited

Place : Pune
Date : July 1, 2016

Amogh Barve
Company Secretary
Membership No. A33080

THE INDIAN CARD CLOTHING COMPANY LIMITED

NOTES:

1. Explanatory Statement, pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the business under Item No. 04 and Item No. 05 is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN FIFTY (50) MEMBERS AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A PERSON HOLDING MORE THAN 10 PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**
3. The instrument appointing the proxy, in order to be effective, must be deposited with the Company at its registered office duly completed and signed not less than forty-eight (48) hours before the time fixed for holding the Annual General Meeting.
4. Every Member entitled to vote at the Annual General Meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty-four (24) hours before the time fixed for the commencement of the Annual General Meeting. However a notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
5. The Register of Members and the Share Transfer Books of the Company will remain closed from Saturday, August 6, 2016 to Friday, August 12, 2016 (both days inclusive).
6. Members are requested to note the following:
 - a) Members holding shares in physical form are requested to intimate any change in their address / name, bank details, ECS Mandates, nominations, power of attorney, etc. to the Company's Registrar and Transfer Agent, Karvy Computershare Private Limited, Karvy Selenium Tower B, 7th Floor, Plot No.31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032. Quote the ledger folio number in respect of shares held in physical form in all the correspondence with the Company.
 - b) Members holding shares in dematerialised form are requested to intimate any change in their address / name, bank details, ECS Mandates, nominations, power of attorney, etc. to their respective DP's only. Quote Client ID and DP ID numbers in respect of shares held in dematerialised form in all the correspondence with the Company.
7. Members/ Proxies are requested to bring a copy of the Annual Report and attendance slip duly filled in and hand over the attendance slip, duly signed in accordance with their specimen signature(s) registered with the Company for admission to the Meeting hall. Members who hold shares in dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
8. Corporate Members intending to send their authorized representative to attend the Annual General Meeting are requested to send a certified true copy of Board Resolution authorising their representatives to attend and vote on their behalf at the Annual General Meeting.
9. Members holding equity shares in multiple folios in the identical order of names are requested to consolidate their holding into one folio.
10. Members can avail of the nomination facility by filing Form SH – 13, as prescribed under Section 72 of the Companies Act, 2013 and Rule 19 (1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request.
11. Any query relating to financial statements must be sent to the Company's registered office at least seven (7) days before the date of the Annual General Meeting.
12. The dividend, as recommended by the Board of Directors, if declared at the Annual General Meeting will be paid on or after August 12, 2016 to those persons or their mandates:
 - a) whose names appear as beneficial owners as at the end of the business hours on August 5, 2016 in the list of beneficial owners to be furnished by NSDL and CDSL in respect of the shares held in electronic form; and

- b) whose names appear as members in the register of members of the Company after giving effect to valid share transfers in physical form lodged with the Company /Registrar and Share Transfer Agent on or before August 5, 2016.
13. Pursuant to Section 205 A of the Companies Act, 1956 (Section 124 of the Companies Act, 2013, once notified), dividend for the financial years ended on March 31, 2016, which remained unclaimed for a period of seven years were transferred by the Company to the Investor Education and Protection Fund of the Central Government.
 14. The dividend for the financial year ended March 31, 2009, which remains unclaimed for a period of seven years, becomes due for transfer on October 19, 2016 to the Investor Education and Protection Fund of the Central Government. Members who have not claimed their dividend for the abovementioned year are requested to send their claim to the Company Secretary, at the registered office of the Company as early as possible, but not later than September 10, 2016.
 15. The Company has, during the financial year 2015-16, transferred unclaimed dividend declared for the financial year ended March 31, 2008 and earlier periods to the Investor Education and Protection Fund.
 16. Equity Members who have not dematerialized their shareholding are advised to dematerialize the same, to avoid inconvenience in future and to avail the benefits of de-materialisation.
 17. The Notice of 62nd Annual General Meeting of the Company dated July 1, 2016 ("the Notice") alongwith the Annual Report 2015-16 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories. The same has also been uploaded on the website of the Company, i.e., www.cardindia.com. It is hereby clarified that the members shall still be entitled to receive physical copies through permitted mode by making a specific request for the same by writing to the Company or to the Registrar and Transfer Agent of the Company mentioning their DP ID and Client ID.
 18. **To support the 'Green Initiative' Members who have not registered their e-mail addresses are requested to register the same with the Registrar and Transfer Agent / Depositories.**
 19. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
 20. All the material documents referred to in the Notice shall be open for inspection by the Members at the registered office of the Company during office hours on all working days from 10:00 a.m. to 12:00 noon up to the date of the Annual General Meeting.
 21. Additional information, pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the "Listing Regulations"**) in respect of directors seeking appointment/re-appointment at the Annual General Meeting is furnished as Attachment – I to the Notice.
 22. A route map showing directions to reach the venue of the 62nd Annual General Meeting of the Company is enclosed to the Notice as per the requirement of the "Secretarial Standards 2" on General Meetings.
 23. **Voting through electronic means:**

Complete details and instructions for e-voting are furnished as Attachment – II to the Notice. These details form an integral part of the Notice.

By Order of the Board of Directors
For The Indian Card Clothing Company Ltd.,

Amogh Barve
Company Secretary
Membership No. A33080

Place : Pune
Date : July 1, 2016

THE INDIAN CARD CLOTHING COMPANY LIMITED

Annexure to Notice

As required by Section 102 (1) of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statement set out all material facts relating to the business mentioned under Item No. 04 and Item No. 05 of the accompanying Notice dated July 1, 2016.

Item No. 04

This Statement is provided though strictly not required as per Section 102 of the Act.

M/s. B.K. Khare & Co., Chartered Accountants (Firm Reg. No. 105102W), have been acting as auditors of the Company since conclusion of 48th Annual General Meeting of the Company held on September 25, 2002. They were re-appointed as the statutory auditors of the Company at the Annual General Meeting of the Company held on August 6, 2015 for two financial years, i.e., for the financial year 2015-16 and, subject to ratification by the Members for the financial year 2016-17.

Accordingly, and as required under section 139 (1) of the Act, ratification by the Members is being sought for the proposal contained in the Resolution set out at Item No. 04 of the Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No. 04, except to the extent of their shareholding in the Company.

Item No. 05

Presently, Karvy Computershare Private Limited ("**Karvy**") are acting as the Registrar and Transfer Agents of the Company.

As required under the provisions of Section 94 of the Companies Act 2013, registers and documents maintained under Section 88(1) of the Act and copies of annual returns filed under Section 92 of the Act are required to be kept and maintained at the registered office of the Company. However, these registers and documents may also be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total number of Members entered in the Register of Members reside, if approved by a special resolution passed at a general meeting of the Company and the Registrar has been given a copy of the proposed resolution in advance.

Presently more than one - tenth of the total number of members of the Company are residing in the city of Mumbai in the State of Maharashtra where office of Company's newly appointed Registrar and Transfer Agent, Karvy is situated.

Approval of the Members is, therefore, sought in terms of Section 94(1) of the for keeping the aforementioned registers and documents at the office of the Registrar and Transfer Agent of the Company, Karvy in Mumbai.

A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Pune, Maharashtra as required under the said Section 94 (1) of the Act.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No. 05 of the Notice, except to the extent of their shareholding in the Company.

ATTACHMENT – I TO THE NOTICE

ADDITIONAL INFORMATION PURSUANT TO REGULATION 36 (3) OF THE LISTING REGULATIONS IN RESPECT OF DIRECTOR SEEKING RE-APPOINTMENT

Name of the Director	Mr. Prashant Kunjbihari Trivedi
Director Identification Number (DIN)	00167782
Date of Birth/Age	June 6, 1960 / 56 Years
Date of Appointment	28 th December, 1990
Qualifications	Graduated BSc. (Econ.) from The Wharton School, University of Pennsylvania
Brief Resume	Mr. Prashant Kunjbihari Trivedi, a U.K. National, graduated in B.Sc. (Econ.) from The Wharton School, University of Pennsylvania. Prior to joining the Company, Mr. Trivedi worked in the fixed securities department of S.G. Warburg, a merchant bank from 1983 to 1985 and 1988 to 1991. Mr. Prashant Trivedi is a Chartered Financial Analyst (CFA) by profession. Mr. Prashant Trivedi has been the director of the Company since December, 1990.
Expertise in specific functional area	Economics and General Management
Directorships in other Public Companies as on the date of appointment	Nil
Chairperson/Member of the Committees of Director of the Company	Member of the CSR Committee of the Company
Chairman/Member of the Committees of other Companies as on the date of appointment	NIL
Shareholding in the Company as on the date of appointment as required under Regulation 36 (3) (e)	NIL

THE INDIAN CARD CLOTHING COMPANY LIMITED

ATTACHMENT – II TO THE AGM NOTICE

INSTRUCTIONS FOR E-VOTING

01. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide its Members a facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means. The Members may cast their votes using an electronic voting system from a place other than the venue of the Annual General Meeting ('remote e-voting').
02. The Company has engaged the services of Karvy Computershare Private Limited ("Karvy") as the Agency to provide e-voting facility.
03. The facility for voting by Ballot Form shall be made available at the Annual General Meeting and the Members attending the Annual General Meeting who have not cast their vote by remote e-voting, shall be able to vote at the Annual General Meeting by Ballot Form.
04. The Members who have cast their vote by remote e-voting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
05. The Board of Directors of the Company has appointed Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS: 4443; CP No.:1925), as Scrutinizer to scrutinize the voting at the Annual General Meeting and remote e-voting process in a fair and transparent manner and Mr. S. Anantha Rama Subramanian has communicated his willingness to get appointed as Scrutinizer of the Company for the said purpose.
06. **Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner (in case of electronic shareholding) as on the cut-off date i.e. August 5, 2016.**
07. **A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date, i.e. August 5, 2016 only shall be entitled to avail the facility of either remote e-voting or voting at Annual General Meeting by Ballot Form.**
08. Any person who becomes a Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. August 5, 2016, may obtain the User ID and password in the manner as mentioned below:
 - a) If the mobile number of the Member is registered against Folio No. / DP ID Client ID, the Member may send SMS: **MYEPWD <space> E-Voting Event Number+Folio No. or DPID Client ID to 9212993399**
Example for NSDL: MYEPWD <SPACE> IN12345612345678
Example for CDSL: MYEPWD <SPACE> 1402345612345678
Example for Physical: MYEPWD <SPACE> XXXX1234567890
 - b) If e-mail address or mobile number of the Member is not registered against Folio No. / DPID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.
 - c) Member may call Karvy's toll free number 1800-3454-001.
 - d) Member may send an e-mail request to evoting@karvy.com.
 - e) If the Member is already registered with Karvy e-voting platform then he can use his existing User ID and password for casting the vote by remote e-voting.
09. The remote e-voting facility will be available during the following period:
 - Commencement of remote e-voting : From 9.00 a.m. (IST) on August 9, 2016
 - End of remote e-voting : At 5.00 p.m. (IST) on August 11, 2016

The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting Module shall be disabled by Karvy upon expiry of aforesaid period.
10. The Scrutinizer, after scrutinising the votes cast at the Annual General Meeting and by remote e-voting, will, not later than 48 hours of conclusion of the Annual General Meeting, make a consolidated scrutinizer's report and submit the same to the Chairman. The results declared along with the consolidated scrutinizer's report shall be placed on the website of the Company, i.e., www.cardindia.com and on the website of Karvy, i.e., <https://evoting.karvy.com>. The results shall simultaneously be communicated to BSE Limited and the National Stock Exchange of India Limited.
11. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Annual General Meeting, i.e. August 12, 2016.

12. Other information and instructions relating to remote e-voting:**i) In case of Members receiving Notice by e-mail:**

- a) Open e-mail and open PDF File viz. "ICC e-voting 2016.pdf" with your Client ID or folio No. as password. The said PDF File contains your user ID and password for e-voting. Please note that the password is an initial password.
- b) Use the following URL for e-voting: From Karvy website: <http://evoting.karvy.com>
- c) Members of the Company holding shares either in physical form or in dematerialised form, as on the cut-off date, i.e. 5th August, 2016 may cast their vote electronically.
- d) Enter the login credentials. Your Folio No/DP ID Client ID will be your user ID.
- e) After entering the details appropriately, click on LOGIN.
- f) You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc., on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- g) You need to login again with the new credentials.
- h) On successful login, the system will prompt you to select the EVENT i.e., **The Indian Card Clothing Company Limited**.
- i) On the voting page, enter the number of shares as on the cut-off date under FOR/AGAINST or alternatively you may enter partially any number in FOR and partially in AGAINST but the total number in FOR/AGAINST taken together should not exceed your total shareholding. You may also choose the option ABSTAIN.
- j) Members holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- k) Cast your vote by selecting an appropriate option and click on SUBMIT. A confirmation box will be displayed. Click OK to confirm else CANCEL to modify. Once you confirm, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the resolution.
- l) Once the vote on the resolution is cast by the Members, he shall not be allowed to change it subsequently.
- m) Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to gains108@yahoo.com with a copy marked to evoting@karvy.com.
- n) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and e-voting User Manual for Members available at the download section of <http://evoting.karvy.com> or contact Karvy Computershare Private Limited at Tel No. 1800 345 4001 (toll free).

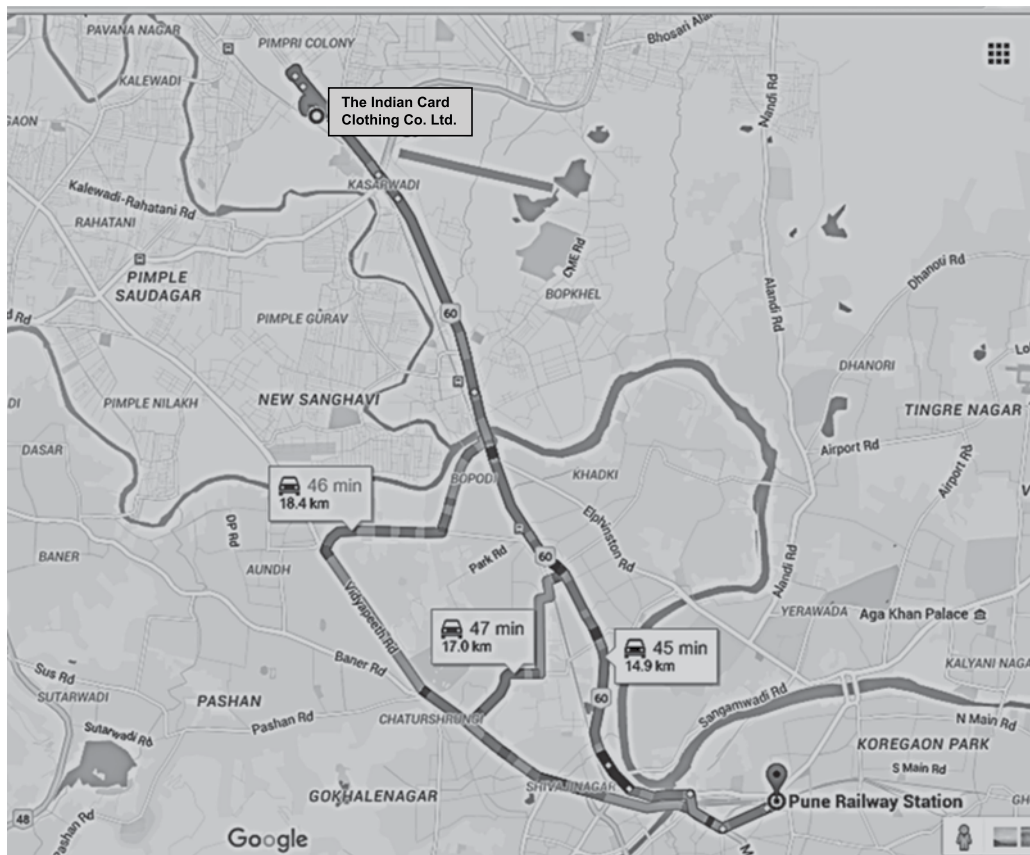
ii) In case of members receiving Notice by post/courier:

- a) Initial password is provided in the attendance slip of the Notice.
- b) Please follow all steps mentioned in Sr. No. 12 (i) (b) to Sr. No. 12 (i) (n) to cast your vote by electronic means..

THE INDIAN CARD CLOTHING COMPANY LIMITED

ROUTE MAP TO THE VENUE OF THE AGM

The Indian Card Clothing Company Limited,
Mumbai – Pune Road,
Near Hindustan Antibiotics Factory,
Pimpri, Pune – 411 018,
Maharashtra, India.



BOARD'S REPORT

To,
The Members,
The Indian Card Clothing Company Limited

Your Directors take pleasure in presenting their 62nd Annual Report on the business and operations of the Company together with Audited Financial Statements for the year ended 31st March, 2016.

01. FINANCIAL RESULTS:**(Rs. Lac)**

Particulars	Financial Year	
	2015-16	2014-15
Sales and Servicing	5,760.93	5,854.08
Other Income	2,849.99	1,251.58
Total Income	8,610.92	7,105.66
Profit before Interest, Depreciation and Tax	2,494.52	658.35
Finance Cost	(80.73)	(111.92)
Depreciation	(740.21)	(1,011.68)
Exceptional items	-	-
Profit / (Loss) before Tax	1,673.58	(465.25)
Provision for Tax	(313.36)	82.45
Profit / (Loss) after Tax	1,360.21	(382.80)
Sales Analysis		
Metallic card clothing	4,144.47	3,990.86
Woollen card clothing	613.21	922.41
Exports	1,456.74	1,433.02

02. PERFORMANCE REVIEW

During the year under review, the Company earned a total revenue of Rs.8,610.92 Lacs as against Rs.7,105.66 Lacs in the Previous Year. The net profit after tax earned by the Company for the financial year 2015-16 has been Rs. 1,360.21 Lacs against the loss after tax of Rs.382.80 Lacs for the financial year 2014-15.

Operations Highlights:**A) Manufacturing:**

- During the year under review, the entire range of Metallic Card Clothing was manufactured only at the Nalagarh plant.
- Sale of Metallic Card Clothing from Nalagarh plant increased from Rs. 2,609.26 Lacs to Rs. 3,217.17 Lacs during the financial year 2015-16.
- Development of setting and grinding operations for Tops was commenced at the Nalagarh plant during the year under review. Sale of Tops in the year under review from Nalagarh plant was Rs. 82.53 Lacs.
- In order to strengthen the operational efficiency and reduce cost of operations, existing policies and procedures of the Company were reviewed and modified and new processes were implemented during the financial year 2015-16.
- Tops Height Measuring Device (THM), a new innovation by the Company during the financial year 2015-16 was introduced in the domestic and overseas market for which a patent application has made.

B) Realty:

- During the year under review, your Company successfully completed sale transaction of 1st floor of the ICC Devi Gaurav Technology Park, Pimpri, Pune.
- Entire commercial building at Powai, Mumbai and the remaining floor of the IT park at Pimpri, Pune were fully occupied during the financial year 2015-16.

THE INDIAN CARD CLOTHING COMPANY LIMITED

03. SHARE CAPITAL:

The paid up share capital of the Company as on March 31, 2016 was Rs. 455.11 Lacs. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock option or sweat equity. As on March 31, 2016, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

04. STATE OF COMPANY'S AFFAIRS :

Though the card clothing segment has incurred losses for the financial year ended March 31, 2016, efforts have been made by the Management Team to improve operational efficiency and reduce costs. The card clothing segment incurred certain non-recurring costs in the period under review which masked the improvements in the cost of operation of the segment.

Your directors are positive and confident that the same drive to reduce costs and improving operational efficiency would continue in the coming years. Your directors are also optimistic about better performance in improving sales of the Company in the coming years through improvements in processes and the deployment of appropriate resources which will substantially contribute to the profitability of the Company.

The detailed information about the Company's Affairs is provided under the Management Discussion and Analysis Report in accordance with the requirements under Regulation 34 (2) (e) of the SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 (the "Listing Regulations")

05. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a) Meetings of the Board of Directors held during the financial year 2015-16:

During the year under review, six (6) meetings of the Board of Directors took place details of which have been provided in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the two meetings did not exceed 120 days in accordance with the provisions of the Companies Act, 2013.

b) Declaration by Independent Directors:

The Company has received necessary declaration from all the Independent Directors under Section 149(7) of the Companies Act, 2013, that they meet the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 16 (1) (b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

All Independent Directors are not liable to retire by rotation as per Section 152 of the Companies Act, 2013.

c) Changes in the Board of Directors during the financial year 2015-16:

The following changes have taken place in the Board of Directors of the Company during the financial year 2015-16:

- i) At the 61st Annual General Meeting held on August 6, 2015, Mrs. Sangeeta Pandit, who was appointed as an additional director of the Company on November 12, 2014, was appointed as an Independent Director of the Company to hold the office upto 11th November, 2019.
- ii) No Director of the Company resigned during the year.
- iii) Approval of members was obtained at the 61st Annual General of the Company held on August 6, 2015 for re-appointment of Mr. Mehul Trivedi as a Managing Director for the period of three years with effect from 1st October, 2014.

Mr. Prashant Trivedi (DIN: 00167782) is liable to retire by rotation at the ensuing Annual General Meeting.

The brief profile of Mr. Prashant Trivedi seeking re-appointment at the ensuing Annual General Meeting, as a Director liable to retire by rotation has been included in the notice convening the ensuing Annual General Meeting.

d) Detail of Key Managerial Personnel other than Managing Director:

There has been no change in Key Managerial Personnel during the financial year 2015-16.

06. DIVIDEND

The Board of Directors in its meeting held on May 19, 2016 declared Special Dividend of Rs. 12/- per equity share of face value of Rs. 10/- each which was paid as Interim Dividend for the financial year 2015-16.

Further to the Special Dividend, your Directors have recommended, subject to approval of the members of the Company, a final dividend of Rs. 2.50/- per equity share of face value of Rs. 10/- each for the Financial year ended March 31, 2016 to be paid out of the profits of the Company.

No amount was transferred to Reserves for the year under review.

07. SUBSIDIARY COMPANIES AND THEIR PERFORMANCE / FINANCIAL POSITION:

In accordance with Section 129 (3) of the Companies Act, 2013 and Accounting Standard (AS) 21, the Company has prepared the Consolidated Financial Statements of the Company and all its subsidiaries, which forms part of this Annual Report.

The Company does not have any material subsidiary whose net worth exceeds 20 percent of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20 percent of the consolidated income of the Company and its subsidiaries during the previous financial year. However, the Company has prepared a policy for determining material subsidiaries which is uploaded on the Company's website and can be accessed via weblink :

http://www.cardindia.com/content/pdf/Policy_on_Material_Subsiidaries.pdf

The Statement in form AOC-1 containing salient features of the financial statements of Company's Subsidiaries is attached to the financial statements of the Company. The brief details about the performance and financial position of the subsidiaries of the Company are given below:

a) ICC International Agencies Ltd.:

ICC International Agencies Ltd (ICCIAL) recorded a decrease of 36.25 percent in revenue from Rs. 555.89 Lacs in the previous year to Rs. 354.36 Lacs in the financial year 2015-16. The reduced revenue was due to the termination of an agency agreement with one principal whose business was taken over by its competitor and the global economic slowdown in the textile industry. The Subsidiary Company recorded loss after tax of Rs. 26.16 Lacs in the current year against previous year's profit after tax of Rs. 103.13 Lacs.

b) Garnett Wire Ltd., UK:

Garnett Wire Ltd, a U.K. Company, in which your Company holds 60 percent of the issued share capital, recorded reduction of 1.13 percent in its revenue from £1,269,333 (equivalent to Rs. 1,224.84 Lacs) to £1,255,011 (equivalent to Rs. 1,180 Lacs). The profit after tax was £884,739 (equivalent to Rs. 831.57 Lacs) as against a profit of £31,957 (equivalent to Rs. 30.84 Lacs) in the previous year. The improvement in the subsidiary's performance was primarily due to the sale of its premises. Garnett Wire Ltd. proposes to move its operations to a more modern rented facility. The subsidiary has paid dividend of £2.42857 per equity shares for the financial year ended March 31, 2016.

c) Shivraj Sugar and Allied Products Pvt. Ltd.:

Shivraj Sugar and Allied Products Pvt. Ltd. is yet to commence the operations.

THE INDIAN CARD CLOTHING COMPANY LIMITED

08. AUDIT COMMITTEE

Pursuant to the provisions of Sections 177 (8) of the Companies Act, 2013, read with Rule 6 and 7 of the Companies (Meetings of Board and its Powers) Rules, 2014, the Audit Committee consists of the following Members:

Sr. No.	Name	Designation
1)	Mr. J. M. Kothary	Chairman (Independent Director)
2)	Mr. H. C. Asher	Member (Independent Director)
3)	Mr. Sudhir Merchant	Member (Independent Director)

The above composition of the Audit Committee consists of Independent Directors only.

All the recommendations of the Audit Committee during the year were accepted by the Board of Directors of the Company.

09. VIGIL MECHANISM:

The Company has adopted Vigil Mechanism, details of which have been provided in the Corporate Governance Report and also posted on the website of the Company at:

http://www.cardindia.com/content/fr_investors.htm

10. STATUTORY AUDITORS

At the 61st Annual General Meeting, M/s. B.K. Khare & Co., Chartered Accountants, Pune (Firm Reg. No. 105102W) were re-appointed as the Statutory Auditors for the financial year 2015-16 and, subject to ratification by the members at the ensuing Annual General Meeting, for the financial year 2016-17.

The Company has received written consent and a certificate stating that they satisfy the criteria provided under Section 141 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 and that the appointment, if ratified, shall be in accordance with the applicable provisions of the Companies Act, 2013 and rules issued thereunder. As required under Regulation 33(1)(d) of the SEBI (LODR) Regulations, 2015, M/s. B.K. Khare & Co., Chartered Accountants, Pune, have also confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

Your Directors propose that their appointment as Statutory Auditors of the Company for the financial year 2016-17 be ratified by the members at the ensuing Annual General Meeting.

11. AUDITORS' REPORT:

There are no adverse remarks nor any disclaimer, qualifications or reservations in the Auditors' Report.

The Statutory Auditors of the Company have not reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment for the time being in force).

12. SECRETARIAL AUDIT REPORT

Mr. S. Anantha Rama Subramanian, Proprietor of M/s. S. Anantha & Co., Practising Company Secretaries, Mumbai was appointed as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and rules made thereunder.

The Secretarial Audit report for the financial year 2015-16 is enclosed as **Annexure - A** to the Board's Report.

There are no adverse remarks nor any disclaimer, qualifications or reservations in the Secretarial Audit Report.

13. DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of section 134 (3) (c) and section 134 (5) of the Companies Act, 2013, the Directors Confirm that:

- In the preparation of the annual accounts for the financial year ended March 31, 2016, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

- b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit of the company for the year;
- c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors have prepared the annual accounts on a going concern basis;
- e) the Directors have laid down internal financial controls, which are to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

14. CORPORATE GOVERNANCE:

As per Regulation 34 (3) read with Schedule V of the Listing Regulations, a separate section on Corporate Governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance, is set out separately under Corporate Governance Report.

15. POLICY FOR SELECTION, APPOINTMENT AND REMUNERATION OF DIRECTORS INCLUDING CRITERIA FOR THEIR PERFORMANCE EVALUATION

The Company has adopted a policy titled as "Nomination & Remuneration Policy" which *inter alia* includes Company's policy on Board Diversity, selection, appointment and remuneration of directors, criteria for determining qualifications, positive attributes, independence of a director and criteria for performance evaluation of the Directors.

The Nomination & Remuneration Policy as approved by the Board is uploaded on company's website at:

http://cardindia.com/content/pdf/nomination_Remuneration_Policy.pdf.

16. PERFORMANCE EVALUATION:

Regulation 4 (2) (f) (ii) (9) read with Regulation 17 (10) of the Listing Regulations mandates that the Board shall monitor and review the Board evaluation framework and shall carry out performance evaluation of the Independent Directors. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors, excluding the director being evaluated.

The Performance Evaluation of the Directors, the Board and its Committees was carried out based on the criteria/manner approved by the Nomination & Remuneration Committee and approved by the Board of Directors. Further details in respect of the criteria of evaluation has been provided in the Corporate Governance Report.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non Independent Directors was carried out by the Independent Directors who also reviewed the performance of the Secretarial Department. Your directors express their satisfaction with the evaluation process.

17. PARTICULARS OF EMPLOYEES AS REQUIRED UNDER RULE 5 (2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

None of the employees has drawn remuneration more than the limit prescribed under Rule 5 (2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and none of the employees hold (by himself or along with his spouse and dependent children) more than two percent of the Equity Shares of the Company. Hence, the requirement of disclosure under Section 197 (12) of the Companies Act, 2013 is not applicable.

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18. PARTICULARS PURSUANT TO SECTION 197(12) AND THE RELEVANT RULES :

- a) *The ratio of the remuneration of each director to the median employee's remuneration for the financial year and such other details as prescribed is as given below:*

Name of the Director	Ratio
Mehul K. Trivedi (Managing Director)	11.52 : 1

Being Managing Director, no sitting fees were paid to him.

- b) *The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:*

Name	% Increase
Mr. Mehul K. Trivedi (Managing Director)	10.30%
Mr. K.N. Suvama (Chief Financial Officer)	Nil
Mr. Amogh Barve (Company Secretary)	Nil

- c) *The percentage increase in the median remuneration of employees in the financial year: 10.03 percent.*
- d) *The number of permanent employees on the rolls of company as on 31st March, 2016 : 317*
- e) *average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration;*

The average annual increase in the salaries of employees other than the managerial personnel was 3.70 percent. Managerial remuneration increased by 10.30 percent during the year. There was no exceptional increase in the managerial remuneration.

- f) *The remuneration has been paid to all the employees of the Company as per the Nomination & Remuneration Policy of the Company.*

19. PARTICULARS OF CONTRACTS OF ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013:

All the transactions with related parties are in the ordinary course of business and on arm's length basis; and therefore, disclosure in from AOC-2 is not required.

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at http://www.cardindia.com/content/fr_abus.htm

20. DEPOSITS:

During the year 2015-16, the Company did not accept any deposit from public within the meaning of Section 73 of the Companies Act, 2013 read with the Companies (Acceptance of Deposits) Rules, 2014.

21. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013:

During the year under review, no loans or guarantees were given or investments were made pursuant to provisions of Section 186 of the Companies Act, 2013.

22. SIGNIFICANT AND MATERIAL ORDERS:

There are no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

23. ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The Company is giving due consideration to the conservation of energy and all efforts are being made to properly utilize the energy resources.

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of The Companies (Accounts) Rules, 2014, is annexed herewith as **Annexure - B** to the Board's Report.

24. ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

The Company operates in ERP environment and has implemented the Oracle System for the purpose of "Internal Financial Controls" within the meaning of the explanation to Section 134 (5) (e) of the Companies Act, 2013. read with Rule 8(5)(viii) of the Companies (Accounts) Rules, 2014. The Company has laid down internal financial controls, which are adequate and were operating effectively and the Board of Directors has adopted necessary internal control policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information.

The Board of Directors is of the opinion that for the year ended March 31, 2016 the Company has sound internal financial controls commensurate with the nature and size of the business operations of the Company.

25. RISK MANAGEMENT:

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the constitution of Risk Management Committee is mandatory for only top 100 listed Companies. The Company had, however, voluntarily formed Risk Management Committee to ensure that adequate systems and processes for Risk Management are implemented in the Company. The Company has a two tier structure consisting of Risk Steering Committee and Risk Council to monitor and mitigate the risks of the Company. After satisfying itself about the adequacy of systems and processes implemented in the Company for Risk Management, the Board of Directors of the Company dissolved the Risk Management Committee in its meeting held on February 12, 2016.

The Company has in place Risk Management System which takes care of risk identification, assessment and mitigation. There are no risks which in the opinion of the Board threaten the existence of the Company. Risk factors and its mitigation are covered extensively in the Management Discussion and Analysis Report forming part of this Board's Report

26. EXTRACT OF ANNUAL RETURN:

The extract of the Annual Return pursuant to the sub-section (3) of Section 92 of the Companies Act, 2013 prepared in form MGT 9 is annexed herewith as **Annexure - C** to the Board's Report.

27. CORPORATE SOCIAL RESPONSIBILITY (CSR):

Your Company has constituted CSR Committee considering the requirements of the Companies Act, 2013. Details regarding constitution of the Committee and its meetings have been provided in the Corporate Governance Report.

Considering the threshold requirements specified under section 135 (1) of the Companies Act, 2013, the Company was not eligible for CSR spend as specified under section 135 (5) of the Companies Act, 2013 for the financial year 2015-16 and has not spent any amount on CSR activities during the financial year 2015-16.

28. POLICY ON PREVENTION OF SEXUAL HARASSMENT

The Company has in place Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year 2015-16, no complaints were received regarding sexual harassment.

29. DISCLOSURE UNDER SECTION 134 (3) (I) OF THE COMPANIES ACT, 2013

The Company has sold 2nd floor of the ICC Devi Gaurav Technology Park, Pimpri, Pune admeasuring 47,867 Sq. Ft. on April 30, 2016 for a consideration of Rs. 21 Crores. Except as stated above and disclosed elsewhere in this report, no material changes and commitments have occurred between the end of the financial year of the Company and date of this report which can affect the financial position of the Company.

30. APPRECIATION:

Your Directors place on record their sincere thanks and appreciation for the confidence reposed and continued support extended by Central and State Governments, Bankers, Customers, Suppliers and Shareholders. Your Board would like to place on record its sincere appreciation to the employees for the dedicated efforts and contribution in playing a very significant part in the Company's operations.

For and on behalf of the Board of Directors

Prashant K. Trivedi
Chairman
(DIN : 00167782)

Place : United Kingdom
Date : July 1, 2016

ANNEXURE – A SECRETARIAL AUDIT REPORT

Form No. MR-3

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration Personnel) Rules, 2014]
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

To

The Members**The Indian Card Clothing Company Limited**

Bombay- Poona Road, Penicilin Factory

Pimpri, Pune – 411 018

I have conducted the Secretarial Audit of the Compliance of Applicable Statutory provisions and the adherence to good corporate practices by The Indian Card Clothing Company Limited (hereinafter called 'the Company'). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2016, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (*Not Applicable as there were no instances of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the year under review*);
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (including the erstwhile SEBI (Prohibition of Insider Trading) Regulations, 1992);
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (**Not Applicable** for the year under review);
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable** for the year under review);
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client (**Not Applicable** for the year under review);
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable** for the year under review); and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not Applicable** for the year under review).

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(vi) Other laws applicable specifically to the Company:

- a) The Air (Prevention and Control Pollution) Act, 1981 and rules made thereunder;
- b) The Water (Prevention and Control Pollution) Act, 1974 and rules made thereunder; and
- c) Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (Notified with effect from 01st July, 2015); and
- (ii) Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observation:

The Company has filed E-Forms with the Ministry of Corporate Affairs within prescribed time except for a couple of instances wherein the Company has paid the additional fees and complied with the requirements.

I further report that

Based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit, and also on the review of compliance reports by the respective Department Heads / Company Secretary / CFO / KMP taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like labour laws, competition law, environmental laws and all other applicable laws, rules, regulations and guidelines. The Company has responded to compliance requirements, notices for demands, claims, penalties etc. levied, by statutory/regulatory authorities and initiated actions for corrective measures and compliance thereof.

I further report that the compliance by the Company of applicable financial laws, like direct and indirect tax laws, and Labour Law Compliances have not been reviewed in this Audit since the same have been subject to review by statutory financial audit and other designated professionals.

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. No changes in the composition of the Board of Directors took place during the period under review.

I further report that

Adequate notice is given to all directors to schedule the Board Meetings along with the agenda generally at least seven days in advance and detailed notes on agenda were sent well in advance before the meeting and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

I further report that during the year under review, there were **no events** viz.,

- i) Public/Right/sweat equity;
- ii) Redemption/Buy-back of securities;
- iii) Major decisions taken by the members pursuant to Section 180 of the Companies Act, 2013, **except** approval for creation of Charges on the assets of the Company vide. Special Resolution passed at the Sixty-First Annual General Meeting of the Members of the Company held on 06th August, 2015;
- iv) Merger / amalgamation / reconstruction, etc; and
- v) Foreign technical collaborations; or

such other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having any bearing on the Company's affairs.

For **S. Anantha & Co.,**
Company Secretaries

S. Anantha Rama Subramanian
Proprietor
FCS: 4443
CP No.: 1925

Place: Mumbai
Date: 12th May, 2016

ANNEXURE – B**INFORMATION IN RESPECT OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

Information as per Section 134 (3) (m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 ("Rules") for the year ended 31st March, 2016 is as follows:

A) CONSERVATION OF ENERGY:**i) Steps taken or impact on conservation of energy:**

The Company has adopted various innovative measures to reduce waste and to achieve optimum utilization of energy, resulting in reduction of power cost. The major steps taken during the year 2015-16 towards conservation of energy together with its impact is as given below:

- Power factor maintained to unity resulting in 7 percent rebate in monthly bill of MSEDCL. The total annual rebate received from MSEDCL every year is approx. Rs. 11.20 Lacs.
- As the entire production of Metallic Card Clothing has been made operational at Nalagarh Plant, Savings of approx. Rs. 10.81 lac was achieved by using alternate compressors in place of compressors with bigger capacity.
- Savings of approx. Rs. 3.93 Lacs in power cost was achieved by using energy saving equipments.
- Savings of approx. Rs. 3.45 Lacs in power cost was achieved by optimum utilization of air conditioning and dust extraction plant.
- Timely payment to MSEDCL has earned a yearly discount of approx. Rs. 1.59 Lacs.
- An Agreement was executed with MSEDCL for reducing the connected load and contract demand of the Company. Savings out of this initiative are expected from financial year 2016-17 onwards.

The steps taken towards the conservation of energy during the financial year 2015-16 has resulted into overall savings of Rs. 30.97 Lacs in the power cost.

ii) Steps taken by the Company for utilising alternate sources of energy:

The Company continuously uses its best endeavor for identifying and utilizing alternate sources of energy. Following measures were taken to utilize alternate sources of energy:

- The installed Solar street light poll is functional in the factory premise at Pune.
- The installed Solar water heaters are functional at appropriate places in in the factory premise at Pune.

iii) Capital Investment on energy conservation equipments:

No capital investment was made during the year on energy conservation equipments.

B) TECHNOLOGY ABSORPTION:**i) The efforts made towards Technology Absorption:**

Your Company continues to take consistent efforts towards Technology Absorption. The major steps taken during the year 2015-16 on Technology Absorption are as follows:

- Successfully developed and launched Tops Height Measuring Device (THM) using digital measurement unit for various makes of card models. The Company has also applied for a patent for THM.
- Development of metallic wire and Tops for very coarse cotton on Very high production cards.
- Development of Tops and Doffer wire for new generation 60 inch wide very high production cards.

THE INDIAN CARD CLOTHING COMPANY LIMITED

- ii) The benefits derived like product improvement, cost reduction, product development or import substitution together with future action plan:

The new Tops Height Measuring Device would help to improve consistency of the performance of Tops and the overall carding quality especially the productivity of spinning mills on very high production cards. This development would meet long standing demand for a system to conduct proper on-card levelling of Flat tops, which is a key to the carding operation and improving the longevity of Tops

Development of Tops and metallic wire for new generation of wider width high production card would enable to reduce maintenance cost per kilogram of yarn production and would serve a growing segment of the spinning industry.

Your Company plans to continue to carry out improvements in its manufacturing processes.

- iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

No technology was imported during the year or any time during the last three financial years.

- iv) The expenditure incurred on Research and Development (R&D) during the financial year 2015-16 : Rs. 31.38 Lacs

C) FOREIGN EXCHANGE USED AND EARNED:

The details of Foreign Exchange used and earned during the year are as follows:

(Rs. in Lacs)	
Used	969.40
Earned	1,456.74

ANNEXURE – C
FORM NO. MGT-9 – EXTRACT OF ANNUAL RETURN
AS ON THE FINANCIAL YEAR ENDED ON 31st MARCH, 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

- i) CIN : L29261PN1955PLC009579
 ii) Registration Date : 24th June, 1955
 iii) Name of the Company : The Indian Card Clothing Co. Ltd.
 iv) Category / Sub-Category of the Company : Company Limited by Shares / Indian Non-Government Company
 v) Address of the Registered office and contact details : Bombay-Poona Road, Penicilin Factory Pimpri, Pune – 411 018.
 Tel.: 020 39858200; Fax: 020 39858311
 vi) Whether listed company Yes / No : Yes
 vii)* Name, Address and Contact details of Registrar & Share Transfer Agent, if any : Sharepro Services (India) Pvt. Ltd.,
 13 AB, Smhita Warehousing Complex,
 2nd Floor, Sakinaka Telephone Exchange Lane, Off. Andheri – Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072.
 Tel.: (022) 67720300, 67720348, 67720400
 Fax: (022) 28591568
 E-mail: sharepro@shareproservices.com
 viii)* The Company has recently changed its Registrar & Share Transfer Agent.
 Name, Address and Contact details of the new Registrar & Share Transfer Agent : Karvy Computershare Private Limited,
 Karvy Selenium Tower B,
 Plot No.31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500 032
 Tel. : (040) 67162222
 Fax. : (040) 23420814
 E-mail : einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

All the business activities contributing 10 percent or more of the total turnover of the Company:

Sr. No	Name and Description of main products / services	NIC Code of the Product/ service (asper NIC Code List 2008)	% to total turnover of the company
1)	Card Clothing	28261	67%
2)	Realty	68100	33%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1)	Multi Act Industrial Enterprises Ltd., Mauritius	-	Holding	57.35%	2 (46)
2)	ICC International Agencies Ltd.	U99999MH1995PLC095231	Subsidiary	100.00%	2 (87)
3)	Garnett Wire Ltd., UK	-	Subsidiary	60.00%	2 (87)
4)	Shivraj Sugar and Allied Products Pvt. Ltd.	U15429PN2006PTC022160	Subsidiary	94.00%	2 (87)

THE INDIAN CARD CLOTHING COMPANY LIMITED

IV. SHAREHOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

i) Category-wise Shareholding

Category Code	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shareholding	Demat	Physical	Total	% of Total Shareholding	
(A)	Shareholding of Promoter and Promoter Group ²									
✓ (1)	Indian									
(a)	Individuals/H.U.F									
(b)	Central/State Government(s)									
(c)	Bodies Corporate	100	-	100	0.00%	100	-	100	0.00%	0.00%
(d)	Financial Institutions/Banks									
(e)	Any Other (specify)									
	Sub-Total (A)(1)	100	-	100	0.00%	100	-	100	0.00%	0.00%
✓ (2)	Foreign									
(a)	Non Resident Individuals/ Foreign Nationals									
(b)	Bodies Corporate	2,610,066	-	2,610,066	57.35%	2,610,066	-	2,610,066	57.35%	0.00%
(c)	Institutions									
(d)	Qualified Foreign Investor									
(e)	Any Other (specify)									
	Sub-Total (A)(2)	2,610,066	-	2,610,066	57.35%	2,610,066	-	2,610,066	57.35%	0.00%
	Total holding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)	2,610,166		2,610,166	57.35%	2,610,166	-	2,610,166	57.35%	0.00%
(B)	Public Shareholding ³									
✓ (1)	Institutions									
(a)	Mutual Fund/UTI	-	1,800	1,800	0.04%	-	1,800	1,800	0.04%	0.00%
(b)	Financial Institutions/Banks	207	250	457	0.01%	207	250	457	0.01%	0.00%
(c)	Central/State Government(s)	-								
(d)	Venture Capital Funds									
(e)	Insurance Companies	15,000	50	15,050	0.33%	-	50	50	0.00%	0.33%
(f)	Foreign Institutional Investors	-								
(g)	Foreign Venture Cap. Inv									
(h)	Qualified Foreign Investor									
(i)	Any Other (specify)					450		450	0.01%	-0.01%
	Sub-Total (B)(1)	15,207	2,100	17,307	0.38%	657	2,100	2,757	0.06%	0.32%
✓ (2)	Non Institutions									
(a)	Bodies Corporate	285,264	-	285,264	6.27%	347,728	-	347,728	7.64%	-1.37%
(b)	Individuals									
	i) Holding nominal share capital upto Rs. 1 lakh	1,256,974	173,443	1,430,417	31.43%	1,283,600	167,136	1,450,736	31.88%	-0.45%
	ii) Holding nominal share capital in excess of Rs. 1 lakh.	187,554		187,554	4.12%	126,733	-	126,733	2.78%	1.34%
(c)	Qualified Foreign Investor									
	Any Other(specify)									
	Overseas Corporate Bodies									
	Non Resident Individuals	20,337	75	20,412	0.45%	12,925	75	13,000	0.29%	0.16%
	Any Other(Non Domestic Cos.)	-								
	Sub-Total (B)(2)	1,750,129	173,518	1,923,647	42.27%	1,770,986	167,211	1,938,197	42.59%	-0.32%
	Total Public shareholding									
	(B)=(B)(1)+(B)(2)	1,765,336	175,618	1,940,954	42.65%	1,771,643	169,311	1,940,954	42.65%	0.00%
	TOTAL (A)+(B)	4,375,502	175,618	4,551,120	100.00%	4,381,809	169,311	4,551,120	100%	0.00%
(C)	Shares held by Custodians and against which Depository Receipts have been issued	-	-	-	-	-	-	-	-	-
1	Promoter and Promoter Group	-			-					-
2	Public	-			-					-
	GRAND TOTAL (A)+(B)+(C)	4,375,502	175,618	4,551,120	100.00%	4,381,809	169,311	4,551,120	100.00%	0.00%

ii) Shareholding of Promoters

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in the shareholding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	MULTI-ACT INDUSTRIAL ENTERPRISES LTD	2,610,066	57.35	-	2,610,066	57.35	0	0%
2	MULTI-ACT TRADE AND INVEST. P LTD	100	0.00		100	0.00		
	Total	2,610,166	57.35	-	2,610,166	57.35	0	0%

iii) Change in Promoters' Shareholding:

There is no change in the Promoters' Shareholding during the year.

iv) Shareholding Pattern of Top 10 shareholders (other than Directors, Promoters and holders of GDRs and ADRs)

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
01	Vikram Pratapbhai Kotak				
	As on April 1, 2015	0	0	0	0
	Transactions (Purchase/Sale) from April 1, 2015 to March 31, 2016				
	- Purchased on 04.09.2015	12500	0.27	12,500	0.27
	- Purchased on 11.09.2015	6,000	0.13	18,500	0.41
	- Purchased on 30.09.2015	12,000	0.26	30,500	0.67
	- Purchased on 16.10.2015	13,500	0.30	44,000	0.97
	- Purchased on 30.10.2015	8,000	0.18	52,000	1.14
	- Purchased on 27.11.2015	2,000	0.04	54,000	1.19
	- Purchased on 04.12.2015	4,000	0.09	58,000	1.27
	- Purchased on 11.12.2015	4,000	0.09	62,000	1.36
	- Purchased on 25.12.2015	3,000	0.07	65,000	1.43
	- Sold on 15.01.2016	(65,000)	(1.43)	-	0
	- Purchased on 05.02.2016	65,000	1.43	65,000	1.43
	- Purchased on 19.02.2016	3,000	0.07	68,000	1.49
	- Purchased on 26.02.2016	3,933	0.09	71,933	1.58
	As on March 31, 2016	71,933	1.58	71,933	1.58
02	Ajinkya Electromelt Pvt. Ltd.				
	As on April 1, 2015	70200	1.54	70200	1.54
	Transactions (Purchase/Sale) from April 1, 2015 to March 31, 2016:				
	- Purchased on 21.08.2015	630	0.01	70,830	1.56
	- Purchased on 19.02.2016	90	0.002	70,920	1.56
	- Sold on 18.03.2016	(540)	(0.01)	70,380	1.55
	- Sold on 25.03.2016	(183)	(0.004)	70,197	1.54
	As on March 31, 2016	70,197	1.54	70,197	1.54

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Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
03	Ashok Kumar Jain				
	As on April 1, 2015	46,051	1.01	46,051	1.01
	Transactions (Purchase/Sale) from April 1, 2015 to March 31, 2016:				
	- Purchased on 10.04.2015	1,980	0.04	48,031	1.06
	- Purchased on 17.04.2015	916	0.02	48,947	1.08
	- Purchased on 24.04.2015	559	0.01	49,506	1.09
	- Purchased on 08.05.2015	730	0.02	50,236	1.10
	- Purchased on 29.05.2015	45	0.001	50,281	1.10
	- Purchased on 10.07.2015	4,366	0.10	54,647	1.20
	- Purchased on 17.07.2015	674	0.01	55,321	1.22
	- Purchased on 24.07.2015	1,447	0.03	56,768	1.25
	- Purchased on 07.08.2015	45	0.001	56,813	1.25
	- Purchased on 14.08.2015	957	0.02	57,770	1.27
	- Purchased on 21.08.2015	71	0.002	57,841	1.27
	- Purchased on 06.11.2015	90	0.002	57,931	1.27
	- Sold on 08.01.2016	(19,103)	(0.42)	38,828	0.85
	- Purchased on 24.02.2016	7,403	0.16	46,231	1.02
	- Purchased on 04.03.2016	1,058	0.02	47,289	1.04
	- Purchased on 11.03.2016	6,985	0.15	54,274	1.19
	- Purchased on 25.03.2016	237	0.01	54,511	1.20
	- Purchased on 31.03.2016	289	0.01	54,800	1.20
	As on March 31, 2016	54,800	1.20	54,800	1.20

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
04	Rajyog Share And Stock Brokers Ltd.				
	As on April 1, 2015				
	Transactions (Purchase/Sale) from April 1, 2015 to March 31, 2016				
	- Purchased on 16.10.2015	14,891	0.33	14,891	0.33
	- Purchased on 23.10.2015	29,150	0.64	44,041	0.97
	- Purchased on 30.10.2015	13,655	0.30	57,696	1.27
	- Purchased on 06.11.2015	664	0.01	58,360	1.28
	- Sold on 13.11.2015	(63)	(0.001)	58,297	1.28
	- Purchased on 20.11.2015	6,148	0.14	64,445	1.42
	- Purchased on 27.11.2015	323	0.01	64,768	1.42
	- Sold on 04.12.2015	(4,351)	(0.10)	60,417	1.33
	- Purchased on 11.12.2015	6,555	0.14	66,972	1.47
	- Sold on 18.12.2015	(1,079)	(0.02)	65,893	1.45
	- Sold on 25.12.2015	(719)	(0.02)	65,174	1.43
	- Sold on 31.12.2015	(1,058)	(0.02)	64,116	1.41
	- Sold on 08.01.2016	(2,811)	(0.06)	61,305	1.35
	- Sold on 15.01.2016	(196)	(0.004)	61,109	1.34
	- Sold on 22.01.2016	(259)	(0.01)	60,850	1.34
	- Sold on 29.01.2016	(1,308)	(0.03)	59,542	1.31
	- Purchased on 05.02.2016	283	0.01	59,825	1.31
	- Sold on 26.02.2016	(1,528)	(0.03)	58,297	1.28
	- Sold on 04.03.2016	(2,362)	(0.05)	55,935	1.23
	- Sold on 11.03.2016	(1,390)	(0.03)	54,545	1.20
	- Purchased on 18.03.2016	75	0.002	54,620	1.20
	- Sold on 25.03.2016	(5,147)	(0.11)	49,473	1.09
	- Sold on 31.03.2016	(1,284)	(0.03)	48,189	1.06
	As on March 31, 2016	48,189	1.06	48,189	1.06
05	Alka Jain				
	As on April 1, 2015	4,507	0.10	4,507	0.10
	Transactions (Purchase/Sale) from April 1, 2015 to March 31, 2016	-		-	-
	- Purchased on 17.04.2015	500	0.01	5,007	0.11
	- Purchased on 22.05.2015	100	0.002	5,107	0.11
	- Purchased on 30.06.2015	886	0.02	5,993	0.13
	- Purchased on 17.07.2015	2,164	0.05	8,157	0.18
	- Purchased on 24.07.2015	1,688	0.04	9,845	0.22
	- Purchased on 31.07.2015	162	0.004	10,007	0.22
	- Purchased on 07.08.2015	1,709	0.04	11,716	0.26
	- Purchased on 14.08.2015	1,073	0.02	12,789	0.28
	- Purchased on 21.08.2015	7	0.0002	12,796	0.28
	- Purchased on 27.11.2015	21	0.0005	12,817	0.28
	- Purchased on 18.03.2016	5,200	0.11	18,017	0.40
	- Purchased on 31.03.2016	11,067	0.24	29,084	0.64
	As on March 31, 2016	29,084	0.64	29,084	0.64

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Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
06	Rajiv Malhotra				
	As on April 1, 2015	27900	0.61	27900	0.61
	Transactions (Purchase/Sale) from April 1, 2015 to March 31, 2016	-	-	-	-
	- Sold on 08.01.2016	(200)	(0.004)	27700	0.61
	- Sold on 22.01.2016	(1109)	(0.02)	26591	0.58
	- Purchased on 12.02.2016	1109	0.02	27700	0.61
	As on March 31, 2016	27700	0.61	27700	0.61
07	Vikram Pratapbhai Kotak				
	As on April 1, 2015	0	0	0	0
	Transactions (Purchase/Sale) from April 1, 2015 to March 31, 2016	-	-	-	-
	- Purchased on 28.08.2015	26,238	0.58	26,238	0.58
	- Purchased on 11.09.2015	19,762	0.43	46,000	1.01
	- Purchased on 09.10.2015	2,255	0.05	48,255	1.06
	- Purchased on 23.10.2015	1,097	0.02	49,352	1.08
	- Purchased on 30.10.2015	1,000	0.02	50,352	1.11
	- Purchased on 13.11.2015	648	0.01	51,000	1.12
	- Purchased on 11.12.2015	1,000	0.02	52,000	1.14
	- Purchased on 18.12.2015	1,500	0.03	53,500	1.18
	- Purchased on 25.12.2015	1,000	0.02	54,500	1.20
	- Sold on 31.12.2015	(4,500)	(0.10)	50,000	1.10
	- Sold on 08.01.2016	(25,000)	(0.55)	25,000	0.55
	- Purchased on 19.02.2016	2,502	0.05	27,502	0.60
	As on March 31, 2016	27,502	0.60	27,502	0.60

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Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
08	Sharekhan Limited				
	As on April 1, 2015	0	0	0	0
	Transactions (Purchase/Sale) from April 1, 2015 to March 31, 2016:				
	- Purchased on 19.06.2015	110	0.002	110	0.002
	- Sold on 26.06.2015	(10)	(0.0002)	100	0.002
	- Sold on 10.07.2015	(100)	(0.00)	-	-
	- Purchased on 07.08.2015	10	0.0002	10	0.0002
	- Purchased on 14.08.2015	6,874	0.15	6,884	0.15
	- Sold on 21.08.2015	(6,774)	(0.15)	110	0.002
	- Purchased on 28.08.2015	1,200	0.03	1,310	0.03
	- Sold on 04.09.2015	(100)	(0.002)	1,210	0.03
	- Sold on 11.09.2015	(1,200)	(0.03)	10	0.0002
	- Sold on 25.09.2015	(10)	(0.0002)	-	-
	- Purchased on 16.10.2015	1,747	0.04	1,747	0.04
	- Sold on 23.10.2015	(1,747)	(0.04)	-	-
	- Purchased on 30.10.2015	220	0.005	220	0.005
	- Sold on 06.11.2015	(88)	(0.002)	132	0.003
	- Purchased on 13.11.2015	28	0.001	160	0.004
	- Purchased on 20.11.2015	113	0.002	273	0.01
	- Sold on 27.11.2015	(40)	(0.001)	233	0.01
	- Sold on 04.12.2015	(183)	(0.004)	50	0.001
	- Purchased on 11.12.2015	1,545	0.03	1,595	0.04
	- Sold on 18.12.2015	(525)	(0.01)	1,070	0.02
	- Sold on 25.12.2015	(966)	(0.02)	104	0.00
	- Sold on 31.12.2015	(104)	(0.00)	-	-
	- Purchased on 08.01.2016	25,245	0.55	25,245	0.55
	- Purchased on 15.01.2016	673	0.01	25,918	0.57
	- Sold on 22.01.2016	(298)	(0.01)	25,620	0.56
	- Sold on 29.01.2016	(65)	(0.001)	25,555	0.56
	- Purchased on 05.02.2016	200	0.004	25,755	0.57
	- Sold on 12.02.2016	(125)	(0.003)	25,630	0.56
	- Purchased on 19.02.2016	40	0.001	25,670	0.56
	- Sold on 26.02.2016	(70)	(0.002)	25,600	0.56
	- Purchased on 04.03.2016	74	0.002	25,674	0.56
	- Purchased on 11.03.2016	61	0.001	25,735	0.57
	- Purchased on 18.03.2016	1,031	0.02	26,766	0.59
	- Purchased on 31.03.2016	36	0.001	26,802	0.59
	As on March 31, 2016	26,802	0.59	26,802	0.59

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Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
09	Priyanka Finance Private Limited				
	As on April 1, 2015	0	0	0	0
	Transactions (Purchase/Sale) from April 1, 2015 to March 31, 2016				
	-Purchased on 08.01.2016	20000	0.44	20000	0.44
	-Purchased on 15.01.2016	65000	1.43	85000	1.87
	-Sold on 05.02.2016	(65000)	(1.43)	20000	0.44
	-Purchased on 12.02.2016	5000	0.11	25000	0.55
	As on March 31, 2016	25000	0.55	25000	0.55
10	Hemanshi Harsh Thakkar				
	As on April 1, 2015				
	Transactions (Purchase/Sale) from April 1, 2015 to March 31, 2016				
	- Purchased on 04.09.2015	4000	0.09	4,000	0.09
	- Purchased on 11.09.2015	1000	0.02	5,000	0.11
	- Purchased on 30.09.2015	1000	0.02	6,000	0.13
	- Sold on 09.10.2015	(500)	(0.01)	5,500	0.12
	- Sold on 16.10.2015	(3000)	(0.07)	2,500	0.05
	- Sold on 23.10.2015	(2500)	(0.05)	-	-
	- Purchased on 06.11.2015	1795	0.04	1,795	0.04
	- Purchased on 13.11.2015	1205	0.03	3,000	0.07
	- Purchased on 27.11.2015	1000	0.02	4,000	0.09
	- Purchased on 04.12.2015	1000	0.02	5,000	0.11
	- Purchased on 25.12.2015	3000	0.07	8,000	0.18
	- Purchased on 31.12.2015	2000	0.04	10,000	0.22
	- Purchased on 08.01.2016	10000	0.22	20,000	0.44
	- Sold on 15.01.2016	(20000)	(0.44)	-	-
	- Purchased on 12.02.2016	4000	0.09	4,000	0.09
	- Purchased on 04.03.2016	11296	0.25	15,296	0.34
	- Purchased on 11.03.2016	9704	0.21	25,000	0.55
	As on March 31, 2016	25,000	0.55	25,000	0.55

v) Shareholding of Key Managerial Personnel:

None of the Key Managerial Personnel holds shares of the Company.

V. Indebtedness:

(Amount in Rs. Lac)

	Secured loans excluding deposits	Unsecured Loans	Deposits (Security deposits received from Licensees)	Total Indebtedness
Indebtedness at the beginning of the Financial Year				
i) Principal Amount	753.59	515.66	1,371.83	2,641.08
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	2.71	-	-	-
Total (i+ii+iii)	756.30	515.66	1,371.83	2,641.08
Change in Indebtedness during the Financial Year				
i) Addition	68.94	-	105.70	174.64
ii) Reduction	(80.00)	(515.66)	(229.85)	(825.51)
Net Change	(11.06)	(515.66)	(124.15)	(650.87)
Indebtedness at the end of the Financial Year				
i) Principal Amount	742.53	-	1,247.68	1,990.21
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	1.78	-	-	1.78
Total (i+ii+iii)	744.31	-	1,247.68	1,991.99

VI. Remuneration of Directors and Key Managerial Personnel

A. Remuneration to Managing Director, Whole-time Directors and/or Manager

(Amount in Rs. Lac)

Sr. No.	Particulars of Remuneration	Mehul K. Trivedi Managing Director (In Rs.)	Total Amount (In Rs.)
1	Gross Salary		
	• Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	36.06	36.06
	• Value of Perquisites u/s. 17(2) of the Income Tax Act, 1961	12.66	12.66
	• Profit in lieu Salary u/s. 17(3) of the Income Tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission		
	• As % of profit	--	--
	• Others, Specify		
5	Others - PF, Superannuation, Gratuity etc.	0	0
	Total (A)	48.72	48.72
	Ceiling as per the Act	*84.00	*84.00

* Mr. Mehul Trivedi has been re-appointed as Managing Director of the Company with effect from October 1, 2014 and his remuneration as approved by the members by a Special Resolution at the 61st Annual General Meeting of the Company is within the maximum ceiling provided under Schedule V to the Companies Act, 2013, viz., Rs. 84 Lakhs.

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B. Remuneration to Other Directors

(Amt. in Rs. Lacs)

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
1)	Independent Directors and other Non-Executive Directors	Mr. K.K. Trivedi	Mr. Prashant Trivedi	Mr. H.C. Asher	Mr. J.M. Kothary	Mr. Sudhir Merchant	Mrs. Sangeeta Pandit	
	• Fees for attending the Board Meetings	1.20	1.85	3.55	3.55	3.45	1.65	15.25
	• Commission*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	• Others, Please specify	-	-	-	-	-	-	-
2)	Total Managerial Remuneration	1.20	1.85	3.55	3.55	3.45	1.65	15.25
3)	Ceiling as per the Act	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting

* Not applicable on account of loss incurred by the Company during the financial year 2014-15.

C. Remuneration paid to Key Managerial Personnel Other than MD/Manager/WTD

(Amt. in Rs. Lacs)

Sr. No.	Particulars of Remuneration	Mr. Amogh Barve (Company Secretary) – joined on 01.01.2015	Mr. K. Suvarna (CFO) – joined on 14.07.2014	Total Amount (In Rs.)
1)	Gross Salary			
	• Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	11.32	30.41	41.73
	• Value of Perquisites u/s. 17(2) of the Income Tax Act, 1961	-	-	-
	• Profit in lieu Salary u/s. 17(3) of the Income Tax Act, 1961	-	-	-
2)	Stock Option	-	-	-
3)	Sweat Equity	-	-	-
4)	Commission	-	-	-
	• As % of profit			
	• Others, Specify			
5)	Others, Please specify	-	-	-
6)	Total (A)	11.32	30.41	41.73
7)	Ceiling as per the Act	Not Applicable	Not Applicable	Not Applicable

VII Penalties/Punishment/Compounding of Offences: NIL

MANAGEMENT DISCUSSION AND ANALYSIS REPORT**A) Industry Structure and Developments:**

Carding is a mechanical process that disentangles, cleans and makes parallel fibres to produce a continuous web or silver suitable for subsequent processing. Card Clothing is, therefore, a critical input required by the spinning mills for producing quality yarn which is then used by the textile industry for woven or knit fabrics.

The demand for card clothing in the re-clothing market is entirely dependent on the current installed capacity of carding machines, the production rate of the carding machines which are installed by spinning mills and the consumption of fibre. Card clothing is initially supplied together with the new carding machines and subsequently in the secondary/replacement market once the carding machine is due for re-clothing.

The installed base of carding machines in India is 26,679 cards of which 903 are very slow speed cards, 6,928 are slow speed cards, 13,179 are high production cards and 5,669 are super production cards. This generates an annual demand of 8,319 sets of card clothing (Source: compiled by the Company). The bulk of the carding machines in India fall within the high production category, as it has become no longer economical to be able to operate slow production cards due to increasing cost of manpower and power. The annual increase in the demand for card clothing is approximately 2% which is mainly in the category of super production cards.

The major Indian manufacturers of carding machines are Lakshmi Machine Works (LMW) and Trutzschler India. Between the two major Indian carding machine manufacturers, LMW is well established and has the advantage of being able to provide a "bale to yarn" solution for new spinning mills. Both LMW and Trutzschler manufacture 40' width card. LMW carding machines are clothed with Lakshmi Card Clothing (LCC). Recently, the Bekaert Card Clothing has been acquired by Germany based needle manufacturer, Groz Beekert AG. Trutzschler India equips its carding machines with card clothing manufactured by Trutzschler in India or Germany.

In the European market, Rieter and Trutzschler are the major manufacturers of carding machines. Rieter carding machines are 60" wide. Rieter, which owns Graf, supplies all its carding machines with Graf card clothing. Trutzschler GmbH manufactures new cards with 50.4" width. Trutzschler cards are equipped with Trutzschler card clothing and are favoured by spinning mills processing coarse and medium counts of cotton.

There are other myriad manufacturers of carding machines in China, although the international demand for those carding machines is limited by virtue of their inability to match the technology of European and Indian manufacturers.

As far as the re-clothing market is concerned, Graf and Trutzschler are generally preferred for the first re-clothing cycle by the spinning mills on Rieter and Trutzschler cards respectively. Cards in the super production segment are imported by the spinning mills directly from Rieter or Trutzschler Germany.

LCC, BCS and ICC share the market for re-clothing of high production card segment manufactured by LMW and Trutzschler India and for some imported super production cards. These three Card Clothing manufacturers have been able to hold their share in this area by virtue of providing prompt service, quicker delivery and acceptable quality at reasonable prices.

The year 2015-16 evidenced a decline in the demand for card clothing mainly due to reduction in imports of cotton yarn from India by Chinese mills and a general slowdown in demand from Europe. As a result, the spinning mills were left with no option than to curtail the yarn production in turn affecting the demand of card clothing.

B) SWOT Analysis:**Strengths:**

- ICC is perceived as a "value for money" brand in the market.
- Strong brand recall due to its presence in the market for nearly 60 years.
- ICC's premium re-clothing combination of Maxus Plus cylinder wire, Nextra 55 Tops and Aero doffer has demonstrated good results in the market and customers are preferring this combination for its consistent results and cost competitiveness.

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- ICC through its institutional knowledge and vast experience has acquired a reputation of being able to provide
- Strong sales and service support in all major spinning centers in India as well as a wide distribution network. ICC has also established own sales and service set-up in Turkey.
- ICC through its institutional knowledge and vast experience has acquired a reputation of being able to provide solutions for many problems related to carding faced by spinning mills.

Weaknesses

- ICC does not have a close association with a leading carding machine manufacturers in and outside India.

Opportunities

- As spinning mills discard slow production cards to replace it with high production cards or super production cards, the demand for re-clothing of high production and super production cards will increase. This would create additional demand for the company's products.
- Recent launch of Tops Height Measuring Device (THM), a new innovation by the Company, is very well received by the spinning mills in and outside India. The Company expects THM would bring good business opportunities in the future.

Threats

- Competition from Chinese card clothing manufacturers in the slow production and high production card segment poses a threat to ICC's share in these segments, although the size of the former segment is dwindling every year and many customers in the high production card segment are wary of the inconsistent quality of Chinese card clothing.

C) Operations:

i) Product-wise Operational performance:

The Product-wise performance of the Company is as given below:

- Cotton:

Sales to the Cotton sector in the financial year 2015-16 were Rs. 4,155.44 Lacs as against Rs. 4,351.87 Lacs in the previous financial year.

- Wollen:

Sales to the Wollen sector in the financial year 2015-16 were Rs. 613.21 Lacs as against Rs. 922.41 Lacs in the previous financial year.

- Accura:

Sales to the Accura sector in the financial year 2015-16 were Rs. 744.55 Lacs as against Rs. 746.71 Lacs in the previous financial year.

ii) Measures taken for improving the operational efficiency:

- Consistent efforts to reduce cost of operations has resulted in substantial savings to the Company.
- During the year under review, existing policies and processes were reviewed and modified to strengthen the operational efficiency.

- The entire range of metallic card clothing was manufactured only at the Nalagarh Plant and the plant has started operating efficiently. The Nalagarh plant continued to dispatch, Accura carriers, metallic card clothing for long staple fibre and short staple fibre.
- The Company has assiduously pursued enquiries in the key target overseas markets.
- Concerted effort were made for targeting those customers from market segments in the domestic market who are amenable to use the Company's products.

D) Outlook:

Demand for your Company's products will improve in the short term as domestic spinning mills' consumption of fibre will increase to export yarn to neighbouring countries where demand for yarn is on the rise. In the longer term, as these neighbouring countries establish spinning capacity, the Company has the potential to increase exports of its products.

An above average monsoon in India during the financial year 2016-17 is expected to result in increase in fibre consumption in rural areas. The industry may, therefore, evidence a rebound in the consumption of fibre positively impacting the domestic spinning mills and in turn demand for card clothing in India.

During the financial year 2016-17, the Company will further continue to focus on its efforts related to improvements in plant efficiency and productivity, develop new products for latest generation of carding machines and leverage the opportunities arising out of the expected increase in the consumption of fibre by the domestic mills. (Source: www.dnaindia.com)

E) Risks and Concerns:

While tapping the growth opportunities, the major risks and areas of concern for the card clothing industry are increasing input costs, high price of power and inadequate supply of power and lack of infrastructure among companies in Small & Very Small scale sector.

Card Clothing industry in India, which is a major supplier to the spinning mills virtually depend upon a single source supplier for commodities like steel, cotton and rubber due to the criticality of raw material required for manufacturing card clothing. The card clothing manufacturers have very little control over such suppliers.

Apart from the risk associated with the volatility in raw material prices the Company is also exposed to other general risks related to volatility in Foreign Exchange rates, change in taxation structures, changes in interest rates, natural/manmade disasters, and political risks.

F) Internal Control Systems and Adequacy:

The Company has a proper and well-established accounting and auditing system covering all areas of operations. The Company has upgraded its ERP system from Oracle i11 to R 12. The Company has had a fully operating ERP system since April 2007.

The Company has a costing system to help control costs and to take decisions on pricing.

A firm of auditors manned by technically and commercially qualified personnel carries out internal audit, of both Pimpri and Nalagarh plants, which is followed up by discussion with each department, the Managing Director and in the Audit Committee. Wherever risks have been identified in processes or systems, these have been addressed by implementing a more robust process.

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the constitution of Risk Management Committee is mandatory for only the top 100 listed Companies. The Company had, however, voluntarily formed Risk Management Committee to ensure that adequate systems and processes for Risk Management are implemented in the Company. The Company has a 2 tier structure consisting of Risk Steering Committee and Risk Council to monitor and mitigate the risks of the Company. After satisfying itself about the adequacy of systems and processes implemented in the Company for Risk Management, the Board of Directors of the Company dissolved the Risk Management Committee.

Both manufacturing plants of the Company have ISO 9001 certification, which is renewed from time to time.

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The Company has laid down internal financial controls, which are adequate and were operating effectively and the Board of Directors has adopted necessary internal control policies and procedure for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, safeguarding its assets, prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and timely preparation of reliable financial information.

G) Financial performance and Operational Performance:

- **Standalone Financial Performance:**

During the year under review, the Company earned a total income of Rs. 8,610.92 Lacs for the year ended March 31, 2016 as against Rs. 7,105.06 Lacs for the previous year ended March 31, 2015. The net profit earned by the Company during the financial year 2015-16 is Rs. 1,374.49 Lacs as against Net Loss of Rs. 382.80 Lacs during the previous financial year.

- **Consolidated Financial Performance:**

During the year under review, the Company along with its and subsidiaries achieved a total consolidated turnover of Rs. 10,953.78 Lacs for the year ended March 31, 2016 as against Rs. 8,796.70 Lacs for the previous year ended March 31, 2015. The consolidated profit for the year under review has been Rs. 1,806.27 Lacs as against consolidated loss of Rs. 285.96 Lacs for the previous year.

H) Manpower Development in HR and Industrial relations :

Your Company recognises the need for a strong, dynamic and motivated Human Resources. Over the years Company has maintained consistency in its efforts in training and developing its human resource to sustain in the increasing competition.

Industrial relations of the Company were cordial throughout the year. The Wage Settlement Agreement which was valid for a period of 3 (three) years, expired on March 31, 2016. The negotiations with the Trade Union are currently under way for finalising new Wage Settlement Agreement commencing from April 1, 2016.

The number of permanent employees on the rolls of the Company as on March 31, 2015 is 317 of which only 109 employees are covered under the provisions of Section 2 (s) of Industrial Disputes Act, 1947.

I) Cautionary Statement:

Statements in the Management Discussions and Analysis section describing company's projections, estimations, expectation and predictions may be "forward looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from the expressed or implied. Important factors that would make a difference to the company's operations include demand supply conditions, raw material prices, changes in government regulations, tax regimes, competition and economic developments within and outside the country.

REPORT ON CORPORATE GOVERNANCE

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

01. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's Corporate Governance Policy aims at ensuring transparency, accountability and integrity in all its operations and in its relations with all the stakeholders (Investors, Customers, Employees, Suppliers and Government) with a view to increasing value for all of them.

02. BOARD OF DIRECTORS:**a) Composition:**

The Board of Directors of your Company has the necessary combination of Executive and Non-executive Directors in order to have a balanced Board Structure. As on March 31, 2016, the strength of the Board of Directors is seven Directors comprising of six non-executive Directors including one woman Director and one Managing Director. Out of total number of directors, four are Independent Directors who constitute more than one-half of the total strength of the Board. The Company is in compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**") in respect of Corporate Governance.

b) Meetings of the Board of Directors:

During the financial year 2015-16, 6 (six) meetings of the Board of Directors of your Company were held on April 17, 2015, May 22, 2015, August 6, 2015, November 6, 2015, February 12, 2016 and March 28, 2016.

c) Directors Attendance Record and Directorships held:

The composition and category of the Board of Directors details regarding the attendance of the Directors at the Board Meetings and the Annual General Meeting held during the financial year 2015-16 alongwith the details in respect of Directorships and Committee positions of each director in other Public Limited Companies where he/she is a member/Chairperson, are presented in the following table:

Name of Director	Category	Board Meetings Attended	AGM Attended	No. of Directorships in other Indian Public Ltd. Companies	Committee Memberships in other Indian Public Ltd. Companies*	Chairperson of Committees in other Indian Public Ltd. Companies*	Relationship between the Director
Mr. K. K. Trivedi (DIN : 00143783)	Chairman Emeritus - Non - Executive Non-Independent Director (Promoter Group)	3	No	None	--	--	Father of Mr. Prashant Trivedi and Mr. Mehul Trivedi
Mr. Prashant K. Trivedi (DIN : 00167782)	Chairman - Non - Executive Non-Independent Director (Promoter group)	6	Yes	None	--	--	Son of Mr.K.K Trivedi and Brother of Mr. Mehul Trivedi
Mr. Mehul . K. Trivedi (DIN : 00030481)	Managing Director (Executive Director) (Promoter group)	6	Yes	1	--	--	Son of Mr.K.K Trivedi and Brother of Mr. Prashant Trivedi
Mr. H. C. Asher (DIN : 00024863)	Independent Director (Non-Executive)	6	Yes	4	3	2	--
Mr. J. M. Kothary (DIN : 00015254)	Independent Director (Non-Executive)	6	Yes	3	1	--	--
Mr. Sudhir Merchant (DIN : 00033406)	Independent Director (Non-Executive)	5	Yes	2	1	2	--
Mrs. Sangeeta S. Pandit (DIN: 06748608)	Independent Director (Non-Executive)	5	Yes	1	1	--	--

* includes chairmanship/membership of Audit Committee, Stakeholders Relationship Committee.

None of the Directors on the Board is a member of more than ten committees and Chairman of more than five committees across all the Public - Companies in which they are Directors.

d) Code of Conduct:

Your Company's Board of Directors has prescribed a Code of Conduct for all Board Members and the Company's Senior Management. The Code of Conduct is available on your Company's website www.cardindia.com

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All the Board Members and the Senior Management personnel of your Company have affirmed their compliance with the Code of Conduct for the year ended March 31, 2016. The Managing Director and the Chief Financial Officer has issued a certificate on the financial statements and other matters of the Company for the financial year ended March 31, 2016 (enclosed as **Attachment – I** to this Corporate Governance Report) which also includes a declaration confirming that all the Board members and senior management personnel have affirmed compliance with the code of conduct of the Company and that they have not come across any instance of non-compliance of the Code during the year ended March 31, 2016.

03. AUDIT COMMITTEE:

a) Brief Description and Terms of Reference:

The Audit Committee of the Company has been constituted in line with the provisions of Regulation 18 of the Listing Regulations read with Section 177 of the Companies Act, 2013.

Terms of reference of the Audit Committee in brief are as stated below:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
- Recommending to the Board the appointment, re-appointment and if required, the replacement or removal of the statutory auditors and the fixation of audit fees, and confirm their independence.
- Approval of payment to statutory auditors for any other services rendered, if authorised by the Board.
- Review with the management, the quarterly financial statements before submission to the Board for approval and secure certificate from CFO in terms of Regulation 17(8) of the Listing regulations.
- Evaluate internal financial controls and risk management systems.
- Review with the management, performance of statutory and internal auditors and adequacy of the internal control systems.
- Any other terms of reference as may be included from time to time in the Listing Regulations.

b) Composition and attendance at Audit Committee Meeting:

The Audit Committee comprises of three members and all of whom are Independent Directors.

During the year under review four meetings of the Audit Committee were held, viz., May 22, 2015, August 6, 2015, November 6, 2015 and February 12, 2016.

The composition of the Audit Committee as on March 31, 2016 and attendance of members in the meetings held during the financial year 2015-16 is as under:

Name of Member	No. of Meetings attended
Mr. J. M. Kothary (Chairman)	4
Mr. H. C. Asher (Member)	4
Mr. Sudhir Merchant (Member)	4

The Company Secretary acts as the Secretary of the Committee.

04. NOMINATION & REMUNERATION COMMITTEE:

a) Brief Description and Terms of Reference:

The Nomination & Remuneration Committee looks after the due diligence and recommendation process for appointment/re-appointment of Directors, evaluation of performance of Directors and remuneration to MD & CEO and other Key Managerial Personnel of the Company and monitoring of the Nomination & Remuneration Policy of the Company.

The brief terms of reference of the Nomination and Remuneration Committee are as follows:

- formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees;
- formulation of criteria for evaluation of performance of independent directors and the board of directors;
- devising a policy on diversity of board of directors;
- identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal; and
- whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

b) Composition and attendance at Nomination & Remuneration Committee Meeting:

The Nomination & Remuneration Committee comprises of three members and all are Independent Directors.

During the year under review two meetings of the Nomination & Remuneration Committee were held, viz, May 22, 2015 and February 12, 2016.

The composition of the Nomination & Remuneration Committee as on March 31, 2016 and attendance of members in the meetings held during the financial year 2015-16 are as under:

Name of Members	No. of Meetings attended
Mr. H. C. Asher (Chairman)	2
Mr. J. M. Kothary (Member)	2
Mr. Sudhir Merchant (Member)	2

The Company Secretary acts as the Secretary of the Committee.

c) Nomination & Remuneration Policy:

The Board of Directors of the Company has adopted a Nomination & Remuneration Policy of in terms of the provisions of the Companies Act, 2013 and the Listing Regulations with the stock exchanges and in order to harmonize the aspirations of human resources consistent with the goals of the Company which *inter alia* includes Company's policy on Board Diversity, selection, appointment and remuneration of directors, criteria for determining qualifications, positive attributes, independence of a director and criteria for performance evaluation of the Directors.

d) Remuneration to Directors:

The Company pays remuneration by way of salary, perquisites, allowances and commission to its Managing Director.

The remuneration paid to the Managing Director is within the ceiling prescribed under the provision of the Companies Act, 2013 and Schedule V attached thereto.

All Non-Executive Directors of the Company receive sitting fees for each meeting of Board and Committee thereof attended by them. Pursuant to approval of the Shareholders accorded in the Annual General Meeting held on August 1, 2013, the net profits of the Company, not exceeding 1%, are distributable as commission, amongst the Non-Executive Directors considering the special services and efforts rendered by them and their attendance of the Board Meetings. Other than sitting fees, no other remuneration is paid to the Non-Executive Directors during the financial year.

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The details of remuneration paid/payable to Directors of the Company during the financial year 2015-2016 are as under:

(Rs. Lacs)

Name of the Director	Sitting fees including fees for Committee Meetings	Salaries & Perks	Commission	Total Amount
Mr. K.K. Trivedi	1.20	-	-	1.20
Mr. Prashant Trivedi	1.85	-	-	1.85
Mr. H.C. Asher	3.55	-	-	3.55
Mr. J.M. Kothary	3.55	-	-	3.55
Mr. Sudhir Merchant	3.45	-	-	3.45
Mrs. Sangeeta Pandit	1.65	-	-	1.65
Mr. Mehul K. Trivedi (Re-appointed as Managing Director w.e.f. 01.10.2014 for a period of 3 years)	-	48.72	-	48.72
Stock Option Details, if any	NIL	NIL	NIL	NIL

None of the Directors has any pecuniary relationships or transactions with the Company except by way of remuneration paid to the Managing Director and sitting fees and Commission paid to other Non-Executive Directors.

Your Company presently does not have performance linked incentives for its Directors. No severance fee is payable. The Managing Director is paid Bonus as may be approved by the Board of Directors, within the overall limits approved by the members of the Company.

The tenure of office of the Managing Director can be terminated by the Company or the Managing Director by giving, the other, three months prior notice of termination in writing.

05. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

a) Brief Description and Terms of Reference:

The brief terms of reference of the Stakeholders Relationship Committee are as follows:

- To look into and redress shareholders/investors grievances relating to transfer of shares;
- To appoint Compliance Officer for redressal of investor grievances and fix his responsibilities;
- Non-receipt of declared dividends, non-receipt of Annual Reports;
- All such complaints directly concerning the shareholders/investors as stakeholders of the Company; and
- any such matters that may be considered necessary in relation to shareholders and investors of the Company.

b) Composition and attendance at the Stakeholders' Relationship Committee:

The Stakeholders' Relationship Committee comprises of three members and two of them are Independent Directors.

During the year under review five meetings of the Stakeholders' Relationship Committee were held, viz, on May 22, 2015, August 6, 2015, November 6, 2015, February 12, 2016 and March 28, 2016.

The composition of the Committee as on March 31, 2016 and attendance of members in the meetings held during the financial year 2015-16 are as under:

Name of Member	No. of Meetings attended
Mr. J. M. Kothary (Chairman)	5
Mr. H. C. Asher (Member)	5
Mr. Mehul Trivedi (Member)	5

Mr. Amogh Barve, Manager (Legal) & Company Secretary of the Company is Compliance Officer of the Company.

The Company received no Complaints during the year. There were no pending share transfers and complaints as on March 31, 2016.

06. CORPORATE SOCIAL RESPONSIBILITY COMMITTEE:

a) Brief Description and Terms of Reference:

The roles and responsibilities of the Committee are briefly stated below:

- Formulate and recommend to the Board, a CSR policy;
- Recommend the amount of expenditure incurred on the activities as mentioned in schedule VII of the Act; &
- Monitor the CSR policy from time to time

b) Composition and attendance at Corporate Social Responsibility Committee Meeting:

The Board has constituted a Corporate Social Responsibility (CSR) Committee consisting of the following members:

Mr. Prashant Trivedi	Chairman (Non-Independent Non-Executive Director)
Mr. Mehul Trivedi	Member (Managing Director)
Mr. Sudhir Merchant	Member (Independent Director)

The CSR Committee did not meet during the year. Considering the threshold requirements specified under section 135 (1) of the Companies Act, 2013, the Company was not liable for CSR spend as specified under section 135 (5) of the Companies Act, 2013 for the financial year 2015-16 and has not spent any amount on CSR activities.

It is proposed to develop and adopt the CSR Policy in respect of CSR initiatives of the Company when the Company will qualify for CSR spend.

07. RISK MANAGEMENT COMMITTEE:

a) Brief Description and Terms of Reference:

Terms of reference of the Risk Management Committee are as given below in brief:

- Ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management;
- To establish a framework for the company's risk management process and to ensure its implementation;
- To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices; and
- To assure business growth with financial stability.

b) Composition and attendance at Risk Management Committee Meeting:

The Board of Directors constituted Risk Management Committee consisting of directors and non-director as its members.

During the year under review, three meetings of the Risk Management Committee were held, viz, August 5, 2015, November 6, 2015 and February 6, 2016.

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The Composition of the Committee and attendance of members in respect of the above meetings of Risk Management Committee held during the financial year 2015-16 are as under:

Name of the Member	No. of Meeting attended
Mrs. Sangeeta Pandit (Chairperson)	3
Mr. Mehul Trivedi (Member)	3
Mr. Krishna Suvarna (Member)	3

Pursuant to the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the constitution of Risk Management Committee is mandatory for only the top 100 listed Companies. The Company had, however, voluntarily formed Risk Management Committee to ensure that adequate systems and processes for Risk Management are implemented in the Company. The Company has a two tier structure consisting of Risk Steering Committee and Risk Council to monitor and mitigate the risks of the Company. After satisfying itself about the adequacy of systems and processes implemented in the Company for Risk Management, the Board of Directors of the Company dissolved the Risk Management Committee.

08. INVESTMENT COMMITTEE:

a) Brief Description and Terms of Reference:

The Investment Committee is authorized to investment of surplus funds of the Company in shares, debentures, bonds and other recognized securities of companies listed on the Stock Exchanges in India, in government securities, bonds issued by public sector companies/corporations or in units issued by recognized mutual funds for cash in one or more tranches upto an aggregate amount not exceeding Rs. 75 Crores in a single security or in multiple securities

b) Composition and attendance at Investment Committee:

The Investment Committee comprises of three members out of which two are Independent Directors.

During the year under review, four meetings of the Investment Committee were held, viz, April 17, 2015, September 30, 2015, October 21, 2015 and November 6, 2015.

The composition of the Investment Committee as on March 31, 2016 and attendance of members in the meetings held during the financial year 2015-16 are as under:

Name of Member	No. of Meetings attended
Mr. J. M. Kothary (Chairman)	3
Mr. Sudhir Merchant (Member)	3
Mr. Prashant K. Trivedi (Member)	2

09. MEETING OF INDEPENDENT DIRECTORS:

A separate meeting of Independent Directors of the Company as per the requirements of Schedule IV of the Companies Act, 2013 and regulation 25(3) of the Listing Regulations was held on February 18, 2016 without the attendance of Non-Independent Directors and the members of the management, *interalia*, to discuss the following:

- Review the performance of Non independent Directors and the Board of Directors as a whole;
- Review the performance of the Chairman of the Company, taking into account the views of the Executive and Non-Executive Directors.
- Assess the quality, content and timelines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties

All the independent Directors were present at the meeting.

10. PERFORMANCE EVALUATION:

Pursuant to the provisions of the Companies Act, 2013 read with Regulation 4 (2) (f) (ii) (9) and Regulation 17 (10) of the Listing Regulations, the Performance Evaluation of the Directors, the Board and its Committees was carried out based on the criteria/manner approved by the Nomination & Remuneration Committee and approved by the Board of Directors. The criteria/manner for evaluation as approved by the Nomination & Remuneration Committee and approved by the Board is as stated below:

A) Criteria/Manner of Performance Evaluation of the Board:

- Composition and quality of the Board
- Key responsibilities and functions of the Board
- Delegation of authorities to the Committees
- Effectiveness of the Board Processes and functioning
- Board Culture
- Relationship of the Board Members with the Management and other Stakeholders

B) Criteria/Manner of Performance Evaluation of the Committees:

- Composition and quality of the Committee
- Key responsibilities and functions of the Committee
- Effectiveness of the Committee Processes and functioning
- Relationship of the Committee Members with the Management and other Stakeholders

C) Criteria/Manner of Performance Evaluation of Individual Directors:

- Number of Meetings of the Board and Committees attended by the Director.
- Contributions made by the Director at the Meetings of the Board and of the Committees.
- Performance Characteristics of the Director such as acting in good faith, exercising reasonable care, skill and diligence, Independent Judgment and avoiding conflict of interest situation.
- Relationship of the Director with the Management and other Stakeholders.
- In case of evaluation of a director who is a Managing Director/Executive Director, consideration should also be given to the factors like achievement of budget targets, efficacy in leading the Management Team, Cost reduction initiatives implemented and effectively ensuring Governance and Compliance requirements.
- In case of a director who is a Chairperson, consideration should be given to the factors like demonstration of effective leadership on the Board, role played as a direct link between the Board and the Management and effectiveness in conducting the meetings ensuring constructive discussions before deciding on any proposals.

11. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

Pursuant to provisions of Regulation 25(7) of the Listing Regulations, the Company prepared and pursued the Familiarization Programme for Independent Directors as hosted on Company's website at

http://www.cardindia.com/content/fr_abus.htm.

During the year under review, Mrs. Sangeeta S. Pandit, who was appointed as Independent Director at the 61st Annual General Meeting, was afforded a plant visit and was briefed about the operations of the Company.

12. ADDITIONAL INFORMATION REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:

Additional information as required under regulation 36 (3) of the Listing Regulations in respect of directors seeking appointment/re-appointment is provided as Attachment – II to the notice convening 62nd Annual General Meeting.

13. DISCLOSURES:

a) **Materially Significant Related Party Transactions:**

All related party transactions forms part of the Note No. 37 to the Financial Statements. Saving those, there were no materially significant related party transactions with Company's promoters, directors or its management, their subsidiaries or relatives, etc. that had a potential conflict with the interest of the Company. The register of contracts containing transactions, in which Directors are interested, is placed before the Board regularly. The RPT Policy is placed on the Company's website at http://www.cardindia.com/content/fr_investors.htm

b) **Accounting Treatment:**

No treatment different from that prescribed in an Accounting Standards has been followed by the Company.

c) Non-compliance of any requirement of Corporate Governance Report of sub-paras (2) to (10) of Para C to Schedule V of the Listing Regulations:

The Company has complied with all the requirements in this regard, to the extent applicable

d) Policy for determining material subsidiaries:

The Company has disclosed the policy for determining material subsidiaries as per the requirement of Regulation 46(2) (h) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, on its website: <http://www.cardindia.com/content/pdf/Policy on Material Subsidiaries.pdf>

e) Commodity Price Risk or Foreign Exchange Risk and Commodity Hedging Activities:

Disclosure with respect to Commodity Price Risk or Foreign Exchange Risk and Commodity Hedging Activities is not applicable.

f) Statutory Compliance, Strictures and Penalties:

The Company has complied with rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India and any other statutory authority relating to capital market.

No penalties and/or strictures have been imposed on the Company by any Stock Exchange or SEBI or any statutory authority during the last three years.

Your Company has complied with all the mandatory requirements of Listing Regulations specified under Regulation 17 to 27 to the extent applicable and clauses (b) to (i) of the sub-regulation (2) of regulation 46 of the Listing Regulations.

g) Share Capital Audit:

- Pursuant to Regulation 55(A) of the SEBI (Depositories and Participants) Regulations, 1996, with the Stock Exchanges, certificates, on half-yearly basis, have been issued by Vivek Divekar & Co., Company Secretaries-in-Practice for due compliance of share transfer formalities by the Company.
- Vivek Divekar & Co., Company Secretaries-in-Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ("Depositories") and the total issued and listed capital. The audit confirms that the total issued/paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares in dematerialized form (held with Depositories).

h) Vigil Mechanism:

The Company has established a vigil mechanism and oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided the complainant direct access to the Chairman of the Audit Committee. The Vigil Mechanism Policy of the Company is placed on Company's website i.e., http://www.cardindia.com/content/fr_abus.htm

I) CEO / CFO Certification:

A compliance certificate from the Managing Director and the Chief Financial Officer, on the Financial Statements and other matters of the Company for the financial year ended March 31, 2016 is provided as Attachment – I to this Corporate Governance Report.

14. MEANS OF COMMUNICATION:

The Company's corporate website www.cardindia.com consists of Investor Relations section, which provides comprehensive information to the Shareholders.

Quarterly and Annual Financial results are published in one of the renowned English and Marathi dailies, viz. Indian Express and Loksatta respectively. The said results are also made available on Company's website, www.cardindia.com. There is hardly any official news required to be released on website or even in Press.

The Company's Shareholding Pattern is filed on a quarterly basis with the Stock Exchanges and also displayed on the Company's website www.cardindia.com.

15. DISCRETIONARY REQUIREMENTS:

Pursuant to the Regulation 27(1) of the Listing Regulations company is complying with following discretionary requirements.

- Company has appointed separate person to the post of Chairperson and Managing Director.
- The Internal auditor of the company directly report to the Audit Committee.

16. GENERAL SHAREHOLDER INFORMATION:

a) Details of the Annual General Meetings:

The details of previous three Annual General Meetings of the Company are as follows:

Financial Year	Date and Time	Venue	Special Resolutions passed
2012-13	1 st August, 2013 at 12.00 noon	Registered office of the Company	1) Payment of Commission to Non-Executive Directors. 2) Appointment of Multi Act Equity Consultancy Pvt. Ltd. as Portfolio Manager.
2013-14	31 st July, 2014 at 12.00 noon	Registered office of the Company	--
2014-15	6 th August, 2015 at 12.00 noon	Registered office of the Company	1) Re-appointment of Mr. Mehul Trivedi as the Managing Director w.e.f. 1st October, 2014 for a period of 3 years. 2) Powers given to board of directors to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the company or where the company owns more than one undertaking, of the whole or substantially the whole of any of such undertakings under section 180(1)(a) of the companies Act, 2013

During the financial year under review, no resolutions have been passed by postal ballot.

b) AGM Information and Financial Year:

Day, Date and Time of AGM	: Friday, 12 th August, 2016 at 12.00 noon.
Venue	: Registered Office of the Company
Financial Year	: 1 st April 2015 to 31 st March 2016
Date of Book Closure	: 6 th August, 2016 to 12 th August, 2016 (both days inclusive)
Dividend Payment Date	: On or after 12 th August, 2016

c) Listing on Stock Exchanges and Scrip Code:

The Company's shares have been listed on the following exchanges:

- National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051. NSE Code: INDIANCARD
- BSE Ltd. (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Scrip Code BSE Code: 509692

Annual listing fees have been paid for the financial year 2015-16.

THE INDIAN CARD CLOTHING COMPANY LIMITED

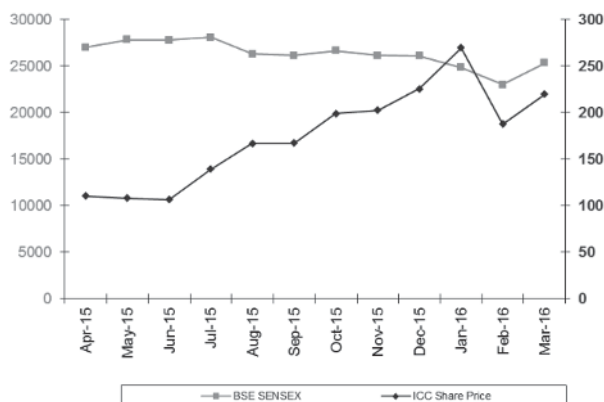
d) Market Price Data:

The monthly high and low quotations and volume of shares traded on BSE and NSE from 1st April, 2015 up to 31st March, 2016 is as follows:

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
Apr-2015	135.00	103.10	126.45	101.40
May-2015	112.00	100.30	118.35	100.30
Jun-2015	116.30	95.20	113.50	94.50
Jul-2015	142.00	107.00	140.00	101.00
Aug-2015	178.00	128.00	176.95	130.00
Sep-2015	176.00	149.00	179.60	137.50
Oct-2015	242.90	162.50	242.55	162.10
Nov-2015	227.90	190.00	228.20	189.05
Dec-2015	264.10	198.10	264.90	197.00
Jan-2016	321.00	226.20	321.25	224.00
Feb-2016	275.00	175.00	281.35	176.00
Mar-2016	226.80	188.10	227.40	187.00

e) Performance in comparison to the Board-based Indices:

Performance in comparison to BSE Sensex is graphically presented as given below:



f) Registrar & Share Transfer Agent and Share Transfer System:

The Company has changed its Registrar & Share Transfer Agent and has appointed Karvy Computershare Pvt. Ltd. ("M/s. Karvy") as its new Registrar & Share Transfer Agent in place of Sharepro Services India Private Limited, earlier Registrar & Share Transfer Agent (RTA) of the Company with effect from July 1, 2016.

Share transfer and transmission is processed by M/s. Karvy on fortnightly basis. Address of M/s. Karvy is as follows:

Karvy Computershare Private Limited,
Karvy Selenium Tower B,
Plot No.31 & 32, Gachibowli,
Financial District, Nanakramguda,
Serilingampally,
Hyderabad - 500 032
Tel. : (040) 67162222
Fax. : (040) 23420814
E-mail : einward.ris@karvy.com

g) Share Transfer System:

Transfer in physical form has to be lodged with Registrar and Share Transfer Agents. All shares received for transfer were registered and dispatched within thirty days of receipts, if the documents were correct and valid in all respects. The time taken to process dematerialization of shares is ten days upon receipt of documents from Depository Participant.

h) Shareholding pattern as on 31st March, 2016:

Category	Number of Shares	Percentage (%)
Promoter and Promoter Group	2,610,166	57.35
Non Resident Indians	13,000	0.29
Bodies Corporate	2,77,531	6.10
Resident Indians	1,577,469	34.66
Financial Institutions	457	0.01
Mutual Funds/UTI	1,800	0.04
Insurance Companies	50	0.00
Trust	450	0.01
TOTAL	4,551,120	100.00

Non-Executive Directors Shareholding:

Name	Number of Shares	Percentage (%)
Mr. H.C. Asher	556	0.01

i) Distribution of Shareholding as on 31st March, 2016:

Shareholding Class	No. of Shareholders	Total Holding in Shares	Percentage of Total Holders (%)	Percentage of Total Shares (%)
Up to 500	9,338	7,47,020	95.80	16.41
501-1000	202	1,59,642	2.07	3.51
1001-2000	100	1,45,858	1.03	3.21
2001-3000	39	92,569	0.40	2.03
3001-4000	14	49,777	0.15	1.09
4001-5000	16	72,930	0.16	1.60
5001-10000	21	1,61,663	0.22	3.55
10001& above	17	31,21,661	0.17	68.59
Total	9747	45,51,120	100.00	100.00

j) Dematerialization of shares and liquidity:

Company's equity shares are being dealt with in dematerialized form and the ISIN is INE061A01014.

As on 31st March, 2016, 4,381,809 (96.28%) Number of Shares are in demat form.

k) Outstanding GDR / Warrants or convertible bonds, conservation dates and likely impact on liquidity:

The Company has not issued any GDRs/ ADRs/ Warrants or other instruments, which are pending for conversion.

l) Plant Location:
Pimpri Works

Mumbai-Pune Road,
Pimpri, Pune – 411 018,
Maharashtra, India.
Tel.: (020) 39858200
Fax: (020) 39858300

Nalagarh (HP) Works

Village Manjholi,
Nalagarh Roper Road, Tehsil Nalagarh,
Dist. Solan 174 101,
Himachal Pradesh
Tel.: (01795) 393401 / 429
Fax: (01795) 393440

THE INDIAN CARD CLOTHING COMPANY LIMITED

m) Financial Calendar of the Company relating to future immediate reporting:

The Financial year covers the period from April 1, 2016 to March 31, 2017 and the calendar of the Company relating to future immediate reporting is given below:

Quarter ending 30 th June, 2016	Upto 14 th August, 2016
Half Year ending 30 th September, 2016	Upto 14 th November, 2016
Quarter ending 31 st December, 2016	Upto 14 th February, 2017
Year ending 31 st March, 2017	Upto 30 th May, 2017
Annual General Meeting for the year ended March 31 st , 2017.	Upto 30 th September, 2017

n) Unclaimed Dividend:

- All unclaimed/unpaid dividend amounts for the financial year 2007-08 have been transferred to Investor Education & Protection Fund and no claims will lie against the Company or the Fund in respect of the unclaimed amounts so transferred.
- The unclaimed dividend in respect of the financial year 2008-09 declared on 14th August, 2009 can be claimed by the shareholders by 19th October, 2016.

o) Address for Correspondence:

Registered Office:

The Indian Card Clothing Company Limited
Mumbai – Pune Road, Pimpri,
Pune – 411 018.

The Management Discussion & Analysis is annexed to the Directors Report, forming part of the Annual Report.

AUDITORS CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,
The Members of
The Indian Card Clothing Company Limited

We have examined the compliance of conditions of corporate governance by **The Indian Card Clothing Company Limited**, for the year ended on March 31, 2016, as stipulated in chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **B. K. Khare & Co.**
Chartered Accountants
Firm Registration Number 105102W

H. P. Mahajani
Partner
Membership Number: 030168

Place: Mumbai
Date: 19 May, 2016

ATTACHMENT – I TO THE CORPORATE GOVERNANCE REPORT

CERTIFICATION OF MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER

May 19, 2016

To,
The Board of Directors,
The Indian Card Clothing Company Limited,
Pune.

Dear Sirs,

This is to certify that:

- A. We have reviewed financial statements and the cash flow statement for the Financial year ended March 31, 2016 and that to the best of our knowledge and belief:
 - i) these statements do not contain any material untrue statement of fact or omit to state any material fact or contain any statement that that might be misleading;
 - ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the quarter which are fraudulent, illegal or violative of the Company's code of conduct;
- C. We hereby declare that all the Board members and senior management personnel have affirmed compliance with the code of the Company and that they have not come across any instance of non-compliance of the Code during the Financial year ended March 31, 2016.
- D. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies;
- E. We have indicated to the auditors and the Audit Committee –
 - i) significant changes, if any, in internal controls during the period;
 - ii) significant changes, if any, in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
 - iii) Instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For The Indian Card Clothing Company Limited,

Mehul K. Trivedi
Managing Director
(DIN : 00030481)

K.N. Suvarna
Chief Financial Officer

THE INDIAN CARD CLOTHING COMPANY LIMITED

INDEPENDENT AUDITORS' REPORT

To,
The Members of
The Indian Card Clothing Company Limited

Report on the Standalone Financial Statements

1. We have audited the accompanying standalone financial statements of The Indian Card Clothing Company Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2016, and the Statements of Profit and Loss and Cash Flow for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Company as at March 31, 2016, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2016, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure I, a statement on the matters specified in paragraphs 3 and 4 of the Order.
10. As required by Section 143(3) of the Act, we report that:
- a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c. The Balance Sheet, the Statement of Profit and Loss and Cash Flow dealt with by this Report are in agreement with the books of account.
 - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
 - e. On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure II;
 - g. With respect to the other matters to be included in the Auditors' Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 31(iii) to the financial statements.
 - ii. The Company did not have any long-term contracts including derivate contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **B. K. Khare & Co.**
Chartered Accountants
Firm Registration Number 105102W

H. P. Mahajani
Partner
Membership Number: 030168

Place: Mumbai
Date: 19 May, 2016

THE INDIAN CARD CLOTHING COMPANY LIMITED

Annexure I referred to in paragraph 9 under the heading “Report on Other Legal and Regulatory Requirements” of our report of even date

- (I) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (I) (b) All fixed assets have been physically verified by the management during the year at reasonable intervals which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.
- (I) (c) The title deeds of immovable properties included in the Fixed Assets of the Company are held in the name of the Company.
- (ii) According to the information and explanations given by the management, the physical verification of inventory has been conducted by the management during the year. The discrepancies noticed on physical verification of inventory as compared to book records been appropriately dealt with in the books of accounts. In our opinion the frequency of verification is reasonable.
- (iii) The Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013. Accordingly, the provisions of clause 3(iii)(a), (b) and (c) of the Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanations given to us, there are no loans, investments, guarantees, and securities granted in respect of which provisions of section 185 and 186 of the Companies Act 2013 are applicable and hence not commented upon.
- (v) In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits to which the provisions of Sections 73, 74, 75 and 76 or any other relevant provisions of the Act and the Rules framed there under to the extent notified, are applicable. Therefore, Clause 3(v) of the Order is not applicable to the Company.
- (vi) To the best of our knowledge and as explained, the Central Government has not specified the maintenance of cost records under section 148(1) of the Companies Act, 2013, for the products/services of the Company.
- (vii)(a) Undisputed statutory dues including provident fund, employees' state insurance, income-tax, sales-tax, service tax, value added tax, cess and other material statutory dues have generally been regularly deposited with the appropriate authorities. None of these dues were outstanding as at the year end, for a period of more than six months from the date they became payable.
- (vii)(b) There are no disputed dues of income tax or sales tax or service tax or duty of customs or duty of excise or value added taxes which have not been deposited with the relevant authority.
- (viii) Based on the records examined by us and according to the information and explanations given by the management, the Company has not defaulted in repayment of dues to a financial institution, bank or debenture holders or government as at the Balance Sheet date.
- (ix) Based on the records examined by us and according to the information and explanations given to us, during the year, term loans were applied for the purpose for which the loans were obtained. According to the information and explanations given by the management, the Company has not raised any money way of initial public offer / further public offer.
- (x) Based upon the audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or any fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.
- (xi) According to the information and explanations given by the management, the managerial remuneration has been paid / provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act, 2013.

- (xii) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause (xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv) The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review and hence, reporting requirements under clause (xiv) are not applicable to the Company and, not commented upon.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) According to the information and explanations given to us, the provisions of section 45-IA of the Reserve Bank of India Act, 1934 are not applicable to the Company.

For **B. K. Khare & Co.**
Chartered Accountants
Firm Registration Number 105102W

H. P. Mahajani
Partner
Membership Number: 030168
Place: Mumbai
Date: 19 May, 2016

THE INDIAN CARD CLOTHING COMPANY LIMITED

Annexure II to Independent Auditors' Report

Referred to in paragraph 11 (g) of the Independent Auditors' Report of even date to the members of The Indian Card Clothing Company Limited on the standalone financial statements for the year ended 31st March 2016

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Act

1. We have audited the internal financial controls over financial reporting of The Indian Card Clothing Company Limited ("the Company") as of 31st March, 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

2. The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For **B. K. Khare & Co.**
Chartered Accountants
Firm Registration Number 105102W

H. P. Mahajani
Partner
Membership Number: 030168

Place: Mumbai
Date: 19 May, 2016

THE INDIAN CARD CLOTHING COMPANY LIMITED

STANDALONE BALANCE SHEET AS AT 31ST MARCH, 2016

(Rs Lac)

Particulars	Note No.	As at 31-March-2016	As at 31-March-2015
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	455.11	455.11
(b) Reserves and surplus	2	8,644.42	8,079.23
2 Non-current liabilities			
(a) Long-term borrowings	3	87.78	167.78
(b) Deferred tax liabilities (Net)	35	--	--
(c) Other Long term liabilities	4	1,059.68	1,195.93
(d) Long-term provisions	5	109.52	113.75
3 Current liabilities			
(a) Short-term borrowings	6	590.00	1,021.47
(b) Trade payables	7	344.19	229.83
(c) Other current liabilities	8	725.95	704.67
(d) Short-term provisions	9	837.61	154.45
TOTAL		<u>12,854.26</u>	<u>12,122.23</u>
II ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	4,451.86	5,699.33
(ii) Intangible assets	10	10.05	2.29
(iii) Capital work-in-progress		266.07	269.26
(b) Non-current investments	11	3,260.16	1,840.19
(c) Deferred tax assets (net)	35	118.34	84.23
(d) Long-term loans and advances	12	553.33	549.85
2 Current assets			
(a) Current investments	13	1,941.86	837.81
(b) Inventories	14	1,045.00	1,315.35
(c) Trade receivables	15	919.83	904.83
(d) Cash and Bank Balances	16	67.25	497.02
(e) Short-term loans and advances	17	213.40	114.96
(f) Other current assets	18	7.11	7.11
TOTAL		<u>12,854.26</u>	<u>12,122.23</u>

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS 24 - 39

As per our report attached

B. K. KHARE & CO.,
Chartered Accountants
FRN-105102W

PRASHANT K. TRIVEDI
Chairman

H. C. ASHER
Director

J.M.KOTHARY
Director

H. P. MAHAJANI
Partner
M.NO. 030168

SUDHIR MERCHANT
Director

M.K. TRIVEDI
Managing Director

K.N. SUVARNA
Chief Financial Officer

Date : May 19, 2016
Place : Mumbai

AMOGH BARVE
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016 (Rs Lac)

Particulars	Note No.	31-March-2016	31-March-2015
I Gross Revenue from operations	19	7,133.58	7,345.89
Less : Excise duty		550.52	562.13
Net Income from Operations		6,583.06	6,783.76
II Other income	20	2,027.86	321.90
III Total Revenue (I + II)		8,610.92	7,105.66
IV Expenses :			
Cost of material consumed		1,735.57	2,270.79
Purchases of Stock-in-Trade		120.80	63.89
Changes in inventories of finished goods work-in-progress and stock-in-Trade		217.49	(106.20)
Employee benefits expense	21	1,866.19	2,118.76
Finance cost	22	80.73	111.92
Depreciation and amortization expense		740.21	1,011.68
Other expenses	23	2,176.35	2,100.07
Total Expenses		6,937.34	7,570.91
V Profit before exceptional and extraordinary items and tax (III - IV)		1,673.58	(465.25)
VI Exceptional items		--	--
VII Profit before extraordinary items and tax (V + VI)		1,673.58	(465.25)
VIII Extraordinary Items Income / (Expense)		--	--
IX Profit before tax (VII - VIII)		1,673.58	(465.25)
X Tax Expense :			
(1) Current tax / (MAT)		347.47	--
(2) Deferred tax		(34.11)	(82.45)
XI Profit (Loss) for the year		1,360.21	(382.80)
XII Earnings per equity share			
(1) Basic		29.89	(8.41)
(2) Diluted		29.89	(8.41)

See accompanying notes to the financial statements

As per our report attached

B. K. KHARE & CO.,
Chartered Accountants
FRN-105102W

PRASHANT K. TRIVEDI
Chairman

H. C. ASHER
Director

J.M.KOTHARY
Director

H. P. MAHAJANI
Partner
M.NO. 030168

SUDHIR MERCHANT
Director

M.K. TRIVEDI
Managing Director

K.N. SUVARNA
Chief Financial Officer

Date : May 19, 2016
Place : Mumbai

AMOGH BARVE
Company Secretary

THE INDIAN CARD CLOTHING COMPANY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

(Rs Lac)

Particulars	As at 31-March-2016	As at 31-March-2015
A CASH FLOW FROM OPERATION ACTIVITIES :		
Net Profit before tax and extraordinary items	1,673.58	(465.25)
Depreciation	740.21	1,011.68
Foreign Exchange (gain) / loss	40.83	(107.28)
Interest / Dividend Income	(161.52)	(86.39)
(Profit) / Loss on sale of Fixed Assets	(1,931.31)	(14.80)
(Profit) / Loss on sale of Investments	65.31	(92.79)
Provision for leave encashment and gratuity & Other	20.97	22.94
Provision for bad/doubtful debts / Advances written back	32.91	0.00
Interest paid	80.73	111.92
	<u>(1,111.87)</u>	<u>845.28</u>
Operating Profit before Working Capital changes	561.71	380.03
Trade and other receivables	(116.92)	325.06
Inventories	270.35	16.28
Trade and other payables	814.56	(392.24)
Direct Taxes paid	(347.47)	82.45
	<u>620.52</u>	<u>31.55</u>
Net cash generated from / (used in) operating activities	1,182.23	411.58
B CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(60.29)	(294.16)
Sale of Fixed Assets	2,515.80	58.70
Purchase of Investments	(2,738.86)	(395.14)
Proceeds from Sale of Investments	170.38	684.98
Interest/Dividend received	161.52	86.39
Increase/(Decrease) in deposits	429.48	(220.71)
Net cash generated from / (used in) investing activities	478.03	(79.94)
C CASH FLOW FROM FINANCING ACTIVITIES :		
Short Term Borrowings	(431.47)	194.85
Long Term Borrowings	(80.00)	(80.00)
Security Deposits	(136.25)	(139.88)
Dividend paid	(773.69)	(136.53)
Tax on dividend	(158.41)	(23.20)
Interest paid	(80.73)	(111.92)
Net cash generated from / (used in) financing activities	(1,660.55)	(296.69)
Net increase/(decrease) in cash and cash equivalents (A+B+C)	(0.29)	34.95
Cash and Cash equivalents		
Beginning of the year :	<u>38.18</u>	<u>3.23</u>
End of the year :	<u>38.18</u>	<u>3.23</u>
	<u>37.89</u>	<u>38.18</u>
	<u>37.89</u>	<u>38.18</u>
Increase/(decrease) in cash and cash equivalents	(0.29)	34.95

Notes on Cash Flow Statement :

1. Above statement has been prepared following the indirect method as set out in Accounting Standard 3 "Cash Flow Statements"
2. Cash and cash equivalents represent cash and bank balances and bank overdrafts.
3. Previous year's figures have been regrouped wherever necessary to confirm to current year's grouping.

As per our report attached
B. K. KHARE & CO.,
Chartered Accountants
FRN-105102W

PRASHANT K. TRIVEDI
Chairman

H. C. ASHER
Director

J.M.KOTHARY
Director

H. P. MAHAJANI
Partner
M.NO. 030168

SUDHIR MERCHANT
Director

M.K. TRIVEDI
Managing Director

K.N. SUVARNA
Chief Financial Officer

Date : May 19, 2016
Place : Mumbai

AMOGH BARVE
Company Secretary

NOTES TO ACCOUNTS :**1 Share Capital**

Particular	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	Rs. In Lac	Number of shares	Rs. In Lac
Authorised Capital				
Equity shares of Rs. 10/- each	50,00,000	500.00	50,00,000	500.00
Issued, subscribed and fully paid up	45,51,120	455.11	45,51,120	455.11
Equity shares of Rs. 10/- each				
Add: Share forfeiture	-	-	-	-
Total	45,51,120	455.11	45,51,120	455.11

a) Rights, preferences and restrictions attached to Equity shares:

The Company has only one class of share referred to as Equity shares having a par value of Re.1 per share. Each holder of Equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the unlikely event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

During the year ended 31st March 2016, the amount of per share dividend recognized as distributions to Equity shareholders was Rs.12.00 per share as a special interim dividend and Rs.2.50 per share as a final dividend. (31st March 2015: Re.2.50).

b) Reconciliation of opening and closing Equity Share capital:

Particular	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares held	Amount originally paid up (Rs. In Lac)	Number of shares held	Amount originally paid up (Rs. In Lac)
Balance at the beginning of the year	45,51,120	455.11	45,51,120	455.11
Balance at the end of the year	45,51,120	455.11	45,51,420	455.11

c) Details of shares held by each shareholder holding more than 5% of the aggregate shares in the Company:

Particular	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares held	% of Shareholding	Number of shares held	% of Shareholding
Multi Act Industrial Enterprises Ltd.	26,10,066	57.35	26,10,066	57.35

d) Earning Per Share

Particular	As at 31 st March, 2016	As at 31 st March, 2015
Profit attributable to Equity shareholders (Rs. In Lacs)-(A)	1,360.21	(382.80)
Basic/Weighted		
Average number of Equity Shares* outstanding during the year - (B)	4,551,120	4,551,120
Nominal Value of Equity shares (Rs.)	10.00	10.00
Basic/diluted Earning per share (Rs.) – (A)/(B)	29.89	(8.41)

THE INDIAN CARD CLOTHING COMPANY LIMITED

NOTES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2016

(Rs Lac)

NOTES	As at 31-March-2016	As at 31-March-2015
2 Reserves and surplus		
(a) Securities Premium Reserve	910.22	910.22
(b) General reserve		
Opening balance	1,644.48	1,644.48
Add : Transfer from current year's profit	--	--
Closing balance	1,644.48	1,644.48
(c) Surplus in Statement of Profit and Loss	6,089.72	5,524.53
Total Reserves & Surplus	<u>8,644.42</u>	<u>8,079.23</u>
Surplus in Statement of Profit and Loss		
Opening Balance	5,524.53	6,044.41
Add : Current year's net profit after tax	1,360.21	(382.80)
Less : Transfer to General reserve	--	--
Less : Appropriation towards Interim dividend payment with tax thereon	(795.03)	--
Less : Appropriation towards Proposed dividend including Dividend Tax	--	(137.07)
Closing balance	<u>6,089.72</u>	<u>5,524.53</u>
3 Long-Term Borrowings		
Term loans - Secured from banks (secured by charge on land, building and plant and machinery. Rate of interest is 12.10%) Term loan is repayable in equal quarterly instalment of Rs. 20 lac in five years.	87.78	167.78
TOTAL LONG TERM BORROWINGS	<u>87.78</u>	<u>167.78</u>
4 Other Long Term Liabilities		
Security deposits	1,059.68	1,195.93
TOTAL	<u>1,059.68</u>	<u>1,195.93</u>
5 Long-term Provisions		
Provision for employee benefits (Gratuity & Leave) (Note 34)	109.52	113.75
TOTAL	<u>109.52</u>	<u>113.75</u>
6 Short-term borrowings		
Loans repayable on demand from banks - Secured	574.75	505.81
Secured by hypothecation of inventory and book debts and pledge of mutual fund units, rate of interest is 12.10% p.a.	--	--
Buyer's Credit - Unsecured	--	515.66
Export Packing Credit Loan (Secured by hypothecation of inventory and book debts.)	15.25	--
TOTAL	<u>590.00</u>	<u>1,021.47</u>
7 Trade Payables		
(a) Trade payables	66.14	160.16
(b) Accrued Expenses	278.05	69.67
TOTAL	<u>344.19</u>	<u>229.83</u>
8 Other current liabilities		
(a) Current maturities of long-term debt	80.00	80.00
(b) Current Maturities of Security Deposits received	188.00	175.90
(c) Other Current liabilities	--	--
Payable to employees	253.93	263.74
Provident fund and ESI payable	2.83	16.79
(d) Advance from customers	179.35	140.76

Suppliers who are covered under MSMED Act. 2006, have been identified to the extent of information available with the company. The principal balance due to Micro and small enterprises as at 31st March, 2016 is Rs. Nil, previous year Nil. Further no interest has been paid or is payable under the Act.

NOTES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2016

(Rs Lac)

NOTES

**As at
31-March-2016 As at
31-March-2015**

8 Other current liabilities (Contd...)

(e) Unpaid dividends	20.06	24.77
(f) Interest accrued but not due on borrowing	1.78	2.71
TOTAL	<u>725.95</u>	<u>704.67</u>

9 Short-term provisions

(a) Provision for employee benefits (refer Note No. 33)	42.58	17.38
(b) Proposed dividend including Dividend Dist. Tax	795.03	137.07
TOTAL	<u>837.61</u>	<u>154.45</u>

10 Fixed Assets

Tangible assets	Gross at 1 April 2015	Additions	Deductions/ Adjustment	Gross at 31 Mar 2016	Depreciation at 1 April 2015	Depreciation for year	Deductions/ Adjustment	Depreciation at 31 Mar 2016	Net Value at 1 April 2015	Net Value at 31 Mar 2016
(a) Land	807.97	--	--	807.97	--	--	--	--	807.97	807.97
(b) Buildings	4,629.97	--	455.26	4,174.71	1,929.43	227.97	79.87	2,077.53	2,700.54	2,097.18
(c) Plant and Equipment	4,851.64	35.21	56.47	4,830.38	3,058.97	380.27	21.50	3,417.74	1,792.67	1,412.64
(d) Furniture and Fixtures	269.74	9.82	137.34	142.22	161.47	17.54	48.85	130.16	108.27	12.06
(e) Vehicles	228.43	--	16.26	212.17	168.12	24.12	15.52	176.72	60.31	35.45
(f) Office equipments & Computers	394.53	4.72	9.48	389.77	369.26	26.49	5.98	389.77	25.27	0.00
(g) Electrical Installation	661.81	5.97	95.13	572.65	457.51	63.82	35.24	486.09	204.30	86.56
Total	11,844.09	55.72	769.94	11,129.87	6,144.76	740.21	206.96	6,678.01	5,699.33	4,451.86

Intangible assets	Gross at 1 April 2015	Additions	Deductions/ Adjustment	Gross at 31 Mar 2016	Depreciation at 1 April 2015	Depreciation for year	Deductions/ Adjustment	Depreciation at 31 Mar 2016	Net Value at 1 April 2015	Net Value at 31 Mar 2016
(a) Computer software	29.38	7.76	--	37.14	27.09	--	--	27.09	2.29	10.05
Total	29.38	7.76	--	37.14	27.09	--	--	27.09	2.29	10.05
Capital Work-in- Progress	269.26	1.49	4.68	266.07	--	--	--	--	269.26	266.07
Total	12,142.73	64.97	774.62	11,433.08	6,171.85	740.21	206.96	6,705.10	5,970.88	4,727.98

Tangible assets	Gross at 1 April 2014	Additions	Deductions/ Adjustment	Gross at 31 Mar 2015	Depreciation at 1 April 2014	Depreciation for year	Deductions/ Adjustment	Depreciation at 31 Mar 2015	Net Value at 1 April 2014	Net Value at 31 Mar 2015
(a) Land	807.97	--	--	807.97	--	--	--	--	807.97	807.97
(b) Buildings	4,551.56	78.41	--	4,629.97	1,646.46	282.97	--	1,929.43	2,905.10	2,700.54
Card Clothing	2,348.08	10.33	--	2,358.41	1,147.79	203.43	--	1,351.22	1,200.29	1,007.19
Realty	2,203.48	68.08	--	2,271.56	498.67	79.54	--	578.21	1,704.81	1,693.35
(c) Plant and Equipment	4,745.95	168.89	63.20	4,851.64	2,642.87	450.98	34.88	3,058.97	2,103.08	1,792.67
(d) Furniture and Fixtures	241.84	32.96	5.06	269.74	126.40	36.97	1.90	161.47	115.44	108.27
(e) Vehicles	246.88	7.80	26.25	228.43	148.31	43.45	23.64	168.12	98.57	60.31
(f) Office Equipment & Computers	430.78	33.15	69.40	394.53	353.30	60.05	44.09	369.26	77.48	25.27
(g) Electrical Installation	619.03	42.78	--	661.81	326.11	131.40	--	457.51	292.92	204.30
Total	11,644.01	363.99	163.91	11,844.09	5,243.45	1,005.82	104.51	6,144.76	6,400.56	5,699.33

Intangible assets	Gross at 1 April 2014	Additions	Deductions/ Adjustment	Gross at 31 Mar 2015	Depreciation at 1 April 2014	Depreciation for year	Deductions/ Adjustment	Depreciation at 31 Mar 2015	Net Value at 1 April 2014	Net Value at 31 Mar 2015
(a) Computer software	23.66	5.72	--	29.38	21.23	5.86	--	27.09	2.43	2.29
Total	23.66	5.72	--	29.38	21.23	5.86	--	27.09	2.43	2.29
Capital Work-in- Progress	344.81	17.79	93.34	269.26	--	--	--	--	344.81	269.26
Total	11,855.40	387.50	257.25	12,142.73	5,264.68	1,011.68	104.51	6,171.85	6,747.80	5,970.88

THE INDIAN CARD CLOTHING COMPANY LIMITED

NOTES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2016

(Rs Lac)

NOTES	As at 31-March-2016	As at 31-March-2015
11 Non-current investments - Non Trade		
(a) Investments in debentures or bonds, un-quoted		
REC tax free bonds (6124 units of Rs. 1,000 each)	61.24	61.24
NHAI Tax Free Bonds (7417 units of Rs. 1,000 each)	74.17	74.17
IFRC Bonds 7.34% (50,000 units of Rs. 1,000 each)	510.64	--
(b) Investments in Mutual Funds, Un-quoted		
HDFC INCOME FUND, GROWTH OPTION (702476.58 units of Rs. 28.47 each)	200.00	200.00
HDFC FMP 369 Day (50,00,000 units of Rs. 10 each)	500.00	500.00
HDFC FMP 367 Days (50,00,000 units of Rs. 10 each)	500.00	500.00
IDFC Arbitrage Growth Fund (10,39,971.30 units of Rs. 19.23 each)	200.00	--
IDFC GSEC Growth Fund (11,66,065.17 units of Rs. 17.15 each)	200.00	--
IDFC Super Saver Income Fund (8,06,763.91 units of Rs. 24.79 each)	200.00	--
Birla Sunlife Income Fund (31.0729.47 units of Rs. 64.27 each)	200.00	--
ICICI Short Term Growth Fund (6,61,879.08 units of Rs. 30.22 each)	200.00	--
HDFC Property Fund - HDFC India Real Estate Fund (Current year 4621 units of Rs.1000 each, previous year 13688 units)	46.21	136.88
© Investments in Equity Shares - Un-quoted - Trade		
Orbis Capital Limited (15,44,000 Shares of Face value Rs. 10/- per share)	200.00	200.00
(d) Investments in subsidiaries, un-quoted		
Garnett Wire Ltd. (210,000 shares of GBP 1 per share)	136.39	136.39
ICC International Agencies Ltd. (500,000 shares of Rs. 10 per share)	31.28	31.28
Shivraj Sugar and Allied Products P. Ltd. (940 shares of Rs. 100 per share)	0.23	0.23
TOTAL	3,260.16	1,840.19
12 Long-term loans and advances		
(i) Long-term loans and advances - Unsecured		
(a) Capital Advances;	9.67	2.62
(b) Security Deposits;	72.82	79.17
(c) Loans and advances to related parties Multi Act Constructions Pvt. Ltd. - Security deposit	240.00	240.00
(d) Other loans and advances Housing loan to employees	1.60	1.85
(e) Advance income tax paid including MAT Credit (net of provision)	229.24	226.21
TOTAL	553.33	549.85

NOTES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2016

(Rs Lac)

NOTES	As at 31-March-2016	As at 31-March-2015
13 Current Investments Non trade		
(a) Investments in Equity Instruments - Quoted		
Vascon Eng. Ltd.	11.33	--
(Current year 58062, previous year Nil of Rs. 10/- each)		
(b) Investments in Mutual Funds;		
HDFC - Short Term plan	20.00	20.00
(Current year 102,916 unit of Rs. 10/- each, previous year 102,916)		
HDFC SHORT TERM PLAN, GROWTH OPTION	300.00	300.00
(1294303 unit of Rs.23.1785 each)		
HDFC - Cash Management Daily Dividend	393.64	517.81
(Current Year 5909314 Units at Rs. 10.1982 Per unit, Previous year 11087323.64 Units)		
SBI Premier Liquied Daily Dividend Fund	507.13	--
(Current Year 50548.44 Units, Previous Year Nil of Rs. 1003.25 each)		
ICICI Daily Dividend Liquied Fund	202.75	--
(Current Year 202620.42 Units, Previous Year Nil of Rs. 100.06 each)		
birla Sunlife Cash Plus Dividend Fund	507.01	--
(Current Year 506024.63 Units, Previous Year Nil of Rs. 100.20 each)		
TOTAL	1,941.86	837.81
(a) Aggregate amount of quoted investments	11.33	--
(b) Aggregate amount market value thereof;	19.83	--
14 Inventories		
(a) Raw materials;	216.95	250.68
(b) Work-in-progress;	330.76	419.01
(c) Finished goods;	369.75	519.72
(d) Stock-in-trade	34.11	13.38
(e) Stores and spares;	93.43	112.56
TOTAL	1,045.00	1,315.35
15 Trade Receivables - Unsecured		
(a) Considered good;	919.83	904.83
(b) Unsecured considered good, above six months	--	--
(c) Considered doubtful, above six months	57.64	33.62
Less : Provision for doubtful debts	(57.64)	(33.62)
TOTAL	919.83	904.83
16 Cash and Bank Balances		
Cash and cash equivalents		
(a) Balances with Banks (Current Account)	37.16	36.01
(b) Cash on hand	0.73	2.17
(c) Earmarked balances with banks	20.06	24.77
(d) Bank deposits with more than 12 months maturity	9.30	434.07
TOTAL	67.25	497.02
17 Short-term loans and advances		
(a) Balance with Excise Authorities	21.27	42.48
(b) Unsecured, considered good;		
Prepaid expenses	161.19	61.16
Other Advances	30.94	11.32

THE INDIAN CARD CLOTHING COMPANY LIMITED

NOTES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2016

(Rs Lac)

NOTES	As at 31-March-2016	As at 31-March-2015
(c) Doubtful	19.66	10.78
(d) Allowance for bad and doubtful loans and advances	(19.66)	(10.78)
TOTAL	213.40	114.96
18 Other current assets		
Fixed assets held for disposal.	7.11	7.11
TOTAL	7.11	7.11
19 Revenue from operations		
(a) Sale of products	6,176.14	6,276.11
(b) Sale of services	135.31	140.10
(c) Other operating revenues	822.13	929.68
Sub-Total	7,133.58	7,345.89
Less :		
(d) Excise duty	550.52	562.13
TOTAL	6,583.06	6,783.76
20 Other Income		
(a) Interest Income	49.95	39.79
(b) Dividend Income	11.57	46.60
(c) Net gain/Loss on sale of investments	(65.31)	92.79
(d) Excess provision written-back	0.34	20.64
(e) Exchange gain	--	107.28
(f) Profit on sale of Assets	1,931.31	14.80
TOTAL	2,027.86	321.90
21 (a) Employee Benefits Expense		
(i) Salaries and wages	1,554.44	1,709.36
(ii) Contribution to provident and other funds	116.75	199.14
(iii) Provision for gratuity and leave encashment	20.97	22.94
(iv) Insurance Personal and accident	14.27	23.81
(v) Staff welfare expenses	159.76	163.51
TOTAL	1,866.19	2,118.76
22 Finance Costs		
(a) Interest expense;	72.18	102.29
(b) Other borrowing cost	8.55	9.63
TOTAL	80.73	111.92
23 Other Expenses		
Stores and spare parts consumed	116.40	128.86
Power and fuel	314.02	366.94
Rent	47.86	48.49
Insurance	11.96	9.10
Rates and taxes	77.95	73.36
Repairs to building	40.47	31.47
House Keeping Exp.	88.58	95.06
Repairs to plant and machinery	168.09	336.25
Freight and clearing charges	86.35	104.13
Traveling expenses	182.95	189.62
Communication expenses	34.04	34.04
Commission on sales	248.65	199.52
Provision for doubtful debts / advances	32.91	--

NOTES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2016

NOTES	(Rs Lac)	
	As at 31-March-2016	As at 31-March-2015
Exchange Loss	40.83	--
Computer and software maintenance	17.60	14.94
Legal and Professional fees	252.02	121.51
Audit Fees		
As Auditor	5.00	4.50
Other services	1.32	0.54
Reimbursement of expenses	0.20	0.16
Watch and Ward expenses	88.82	82.91
Directors sitting fees and commission	15.90	12.30
Other sundry expenses	304.43	246.37
TOTAL	<u>2,176.35</u>	<u>2,100.07</u>

24. Significant Accounting Policies and Notes to Accounts**1) Basis of Preparation of Financial Statements**

This financial statements are prepared in accordance with the Generally Accepted Accounting Principles ("GAAP") in India under the historical cost convention on an accrual basis, and are in conformity with mandatory accounting standards, as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

The preparation of financial statements is in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported period. Differences between the actual results and estimates are recognised in the period in which the results are known or materialised.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

2) Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported period. Differences between the actual results and estimates are recognised in the period in which the results are known or materialised.

3) Fixed Assets

Fixed assets are stated at cost (net of refundable taxes or levies) and include any other attributable cost for bringing the assets to working condition for their intended use. The cost of self-constructed fixed assets are capitalised at the expenditure including an appropriate share of overheads incurred directly for the specific asset.

4) Depreciation

Depreciation on Fixed assets is provided based on the useful life of the assets as prescribed in Schedule II of the Companies Act, 2013 and as assessed by management.

5) Asset Impairment

Provision of impairment loss is recognised to the extent by which the carrying amount of an asset exceed its recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is determined on the basis of the present value of estimated future cash flows expected to rise from the continuing use of an asset and from its disposal at the end of its useful life.

6) Investments

Investments classified as long term investments are carried at cost. However provision for diminution is made to recognise a decline, other than temporary in nature, in the carrying amount of such long- term investments. Investments classified as current investments are carried at lower of cost and fair value, computed category-wise.

7) Inventories

Inventories are valued at lower of net realisable value and cost, arrived at on the basis of weighted average cost comprising all cost of purchase, cost of conversion, other costs and where applicable excise duty, in bringing inventories to their present location and condition. Obsolesce is provided on the basis of standard norms.

8) Employee Benefits

Long-Term Benefits **Provident Fund**

Liability on account of the company's obligation under the employee's provident fund, a defined contribution plan is charged to profit and loss account on the basis of actual liability basis calculated as a percentage of salary. Any shortfall in the agreed the rate of return is provided for.

Superannuation Fund

Liability on account of the company's obligation under the employee's superannuation fund, a defined contribution plan is charged to profit and loss account on the basis of actual liability basis calculated as a percentage of salary.

Gratuity

Liability on account of company's obligation under the employee gratuity plan, a defined benefit plan, is provided on the basis of actuarial valuation.

Fair value of plan assets, being the fund balance on the balance sheet date with Life Insurance Corporation under group gratuity-cum-life assurance policy is recognised as asset.

Current service cost, interest cost and actuarial gains and losses are charged to profit and loss statement.

Past service cost/effect of any curtailment or settlement is charged/credited to the profit and loss statement, as applicable.

Short-Term Benefits

Leave Encashment

Liability on account of the company's obligation under the employee's leave policy is provided on actual basis in respect of leave earned but not availed based on the number of days of carry forward entitlement at each balance sheet date.

Medical and Leave Travel Assistance benefits

Liability on account of the company's obligation under the employee's medical reimbursement scheme and leave travel assistance is provided on actual basis.

Bonus & Employee's Short Term Incentive Plan

Liability on account of the company's obligation under the statutory regulations, agreement with trade union and employee incentive plan as applicable is provided on actual basis as per the relevant terms as determined.

9) Provisions and Contingent Liabilities

Provisions in respect of present obligations arising out of past events are made in the accounts when reliable estimates can be made of the amount of the obligation.

Contingent liabilities are disclosed by way of note to the financial statements, after careful evaluation by the management of the facts and legal aspects of the matter involved.

10) Revenue Recognition

Sales are accounted for on the basis of acknowledgements and are stated net of sales tax, freight, insurance and other charges recoverable from customers.

Income from leasing of buildings and related services is recognized at the rates prescribed over the tenure of the lease/service agreement.

Dividend on investments is recognised when the company's right to receive it is established.

11) Borrowing Costs

Borrowing costs attributable to the acquisition of fixed assets are capitalised till the date of substantial completion of the activities necessary to prepare the relevant asset for its intended use. Other borrowing costs are charged to profit and loss statement in the year of incurrence.

12) Foreign Currency Transactions

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transactions.

Assets (other than fixed assets) and liabilities denominated in foreign currency are translated at the closing exchange rates.

13) Income Taxes

Current tax is provided on the basis of estimated tax liability, computed as per applicable provisions of the Income Tax Act, 1961.

Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

			(Rs. Lac)
25 Stocks and Sales :	Opening Stocks	Closing Stocks	Sales
	Value	Value	Value
	Rs.Lac	Rs.Lac	Rs.Lac
Class of goods:			
Flexible and metallic card clothing sets	395.55 (109.00)	248.23 (395.55)	4,144.47 (3,990.86)
Woollen, worsted, cotton waste and asbestos card clothing and raising fillets and sheets-meters	63.85 (80.99)	79.18 (63.85)	613.25 (922.41)
Accura fixed flats - nos	60.32 (73.43)	42.34 (60.32)	739.40 (746.71)
Trading goods	13.38 (7.58)	34.11 (13.38)	128.50 (54.00)
TOTAL	<u>533.10</u> <u>(271.00)</u>	<u>403.86</u> <u>(533.10)</u>	<u>5,625.62</u> <u>(5,713.98)</u>

26 Raw materials including packing material consumed:

		Rs.Lac
	31st March 2016	31st March 2015
Steel (wires and strips) - tonnes	987.57	1,435.89
Industrial cloth and fabric - square metres	361.11	493.25
Others	725.18	299.34
TOTAL	<u>2,073.86</u>	<u>2,228.48</u>

THE INDIAN CARD CLOTHING COMPANY LIMITED

NOTES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2016

27 Value of imported and indigenous raw materials including packing materials, stores and spare parts consumed and the percentage of each to the total consumption : Rs.Lac

	31-Mar-2016	31-Mar-2015
Imported	163.84	201.03
Indigenous	2,026.42	2,156.31
TOTAL	<u>2,190.26</u>	<u>2,357.34</u>

28 Value of Imports on C.I.F. basis:

	Year ended 31-Mar-2016 Rs. Lac	Year ended 31-Mar-2015 Rs. Lac
--	--------------------------------------	--------------------------------------

Raw materials	101.11	232.23
Stores and spare parts	7.31	7.81
Capital goods	--	62.11
Trading goods	55.42	17.69

29 Expenditure in foreign currency :

Travelling, commission, technical consultation and others	223.68	269.42
---	--------	--------

30 i) Claims against the Company not acknowledged as debts --

ii) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	4.94	1.74
--	------	------

iii) Contingent liabilities & commitments (to the extent not provided for)

Contingent Liabilities

Bills discounted with Banks	Nil	Nil
Disputed Tax matters :		
a) Company in appeal	11.22	11.22
b) Matters decided in Company's favour, tax authorities	--	--
c) Other	15.50	15.50
Claims against the Company, not acknowledged as debts	--	40.00
Commitments :		
Estimated amount of unexecuted capital controls (net of advances and deposits)	1.74	25.38
Other :		
Guarantees issued by banks on behalf of the Company		

31 Amount remitted in foreign currency on account of dividend to non-resident:

Year to which dividend relates	Number of Shareholders	Number of Shares	Year ended 31-Mar-2016 Rs.lac	Year ended 31-Mar-2015 Rs.lac
Final Dividend 2014-15	1	21,10,066	65.25	--
Final Dividend 2013-14	1	21,10,066	--	78.30

NOTES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2016
32 Earnings in foreign currency :

Exports sales on F.O.B. basis	1,456.74	1,433.02
Others (freight charges on exports)	1.92	0.79

33 Employee Benefits : Post Retirement Benefit - Defined Benefit Plans

Disclosure on Retirement Benefits as required in Accounting Standard (AS 15) on 'Employees Benefits' are given below.

(Rs.Lac)

Particulars	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Current Service Cost	25.34	25.75	22.73	24.65	20.96
Interest Cost	35.93	38.50	42.27	44.29	39.92
Expected Return on the Plan Assets	(37.62)	(39.08)	(44.97)	(49.36)	(49.09)
Actuarial (Gain) / Loss recognized	(45.83)	46.88	(38.67)	29.53	78.63
Total Expenses	(22.18)	72.05	(18.64)	49.10	90.42

a) Net Assets / Liabilities

(Rs.Lac)

Particulars	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Present Value of Defined Benefit obligation at the year end	406.56	460.61	489.31	548.21	553.56
Fair value of Plan Asset as at the year end	395.94	429.94	530.58	571.58	583.56
Net Liability at the year end	10.61	30.67	(41.26)	(23.37)	(30.00)

b) Change in the Obligation

(Rs.Lac)

Particulars	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Present Value of Defined Benefit Obligation at the beginning of the year	460.61	480.31	548.21	553.56	499.04
Current Service Cost	25.34	25.75	22.73	24.65	20.96
Interest Cost	35.93	38.50	42.27	44.29	39.92
Actuarial (Gain) / Losses	(47.95)	48.70	(38.67)	29.53	78.63
Benefit Payment	(67.37)	(141.65)	(85.22)	(103.82)	(84.98)
Present Value of Defined Benefit Obligation as at the end of the year	(54.05)	(28.70)	489.31	548.21	553.56

c) Actuarial Assumptions

(Rs.Lac)

Particulars	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Discount Rate	7.75%	7.80%	9.20%	8.00%	8.00%
Rate of Return on Plan Assets**	7.75%	8.75%	8.50%	8.55%	8.47%
Salary Escalation	4.00%	3.00%	5.00%	5.00%	5.00%

** = EXPECTED RETURN ON PLAN ASSETS / (OP PLAN ASSET + CLO PLAN ASSET) / 2

d) Employees cost disclosed in Schedule 9

(Rs.Lac)

Particulars	31-Mar-16	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12
Gratuity	(19.94)	40.92	32.56	49.29	90.31
Leave Encashment	52.14	85.16	(12.64)	40.18	8.26
Provident Fund	101.49	110.94	66.60	63.47	69.97

34 The total of research and development costs including depreciation charge to profit and loss Rs. 31.37 Lacs (previous year Rs. 27.23 Lacs).

THE INDIAN CARD CLOTHING COMPANY LIMITED

NOTES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2016

35 Deferred Taxes

The major components of deferred tax asset/(liability) are as follows

Particulars	As on 31-Mar-16 Rs. Lac	As on 31-Mar-15 Rs. Lac
a) Depreciation	31.34	9.02
b) Provision for doubtful debts/ advances	26.75	13.94
c) Technical know-how	0.53	0.66
d) Employee benefits	59.72	60.61
Net deferred tax Asset / (Liability)	<u>118.34</u>	<u>84.23</u>

36 Disclosure of Foreign currency exposure

Foreign currency exposure of monetary items as on 31st March 2015 which are not hedged by a derivative instrument or otherwise is as follows -

Nature of Monetary Item	Name of Currency	31-Mar-16		31-Mar-15	
		Foreign Currency	Rs Lac	Foreign Currency	Rs Lac
1. Import of Goods	USD	-	-	-	-
	GBP	30,212	29.77	-	-
	EUR	(65,596)	(49.23)	8,689	7.09
2. Export of Goods	USD	2,71,160	179.95	5,21,094	320.96
	GBP	8,690	8.51	3,960	3.71
	TRY	5,92,459	137.62	8,77,800	220.59
	EUR	-	-	2,568	2.15
3. Buyer's Credit	EUR	-	-	7,50,701	515.65

37. Related Party Disclosure

- a) Controlling Company - Multi Act Industrial Enterprises Ltd., Mauritius
- b) Wholly Owned Subsidiaries controlled by the Company
 - i) ICC International Agencies Ltd.
- c) Other Subsidiary controlled by the Company
 - i) Garnett Wire Ltd., UK
 - ii) Shivraj Sugar and Allied Products Pvt Ltd.
- d) List of key management personnel :
 - i) Mehul K. Trivedi
- e) Enterprise over which any key management personnel and relative of such personnel is able to exercise significant influence
 - i) Multi Act Equity Research Services Pvt. Ltd.
 - ii) Multi Act Constructions Pvt. Ltd.
 - iii) Multi Act Realty Enterprises Pvt. Ltd.

f) Transactions with related Parties

Name of party	Nature of transaction	Year ended 31-Mar-16 Rs.lac	Year ended 31-Mar-15 Rs.lac
i) Multi Act Industrial Enterprises Ltd. Mauritius	Dividend paid	65.25	78.30
ii) Garnett Wire Ltd., UK	Sales	11.49	6.46
	Purchases	103.78	17.85

NOTES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2016

Name of party	Nature of transaction	Year ended	Year ended
		31-Mar-16 Rs.lac	31-Mar-15 Rs.lac
	Amount receivable	8.51	3.72
	Amount payable	29.77	-
iii) ICC International Agencies Limited	Dividend Received	25.00	25.00
iv) Multi Act Constructions Pvt. Ltd.	Rent paid	17.52	17.52
	Deposit Paid	240.00	240.00
v) Multi Act Realty Enterprises Pvt. Ltd.	Rent Paid	7.20	7.20
vi) Directors & Relatives			
i) Mr. K K Trivedi Chairman Emeritus	Sitting fees as Director	1.20	-
ii) Mr. Prashant K Trivedi - Chairman	Sitting fees as Director	1.90	2.25
iii) Mr. M K Trivedi - Managing Director (Also key management personnel)	Salary, commission and other perquisites.	49.94	46.80

(Amounts pertaining to related parties have not been written off or written back during the year)

38 Segment disclosure

A. Primary segment information	Card Clothing	Realty	Others/ Unallocable	Total Rs.lac
i. Segment revenue				
External sales	5768.37 (5854.59)	0.00 0.00	0.00 0.00	5768.37 (5854.59)
Other income	22.99 (159.05)	2794.56 (1067.02)	25.00 (25.00)	2842.55 (1251.07)
Total revenue	5791.36 (6013.64)	2794.56 (1,067.02)	25.00 (25.00)	8610.92 (7105.66)
ii. Segment Results				
Profit / (loss) before tax and interest	(662.99) 1000.97	2476.37 (695.41)	(59.07) 47.77	1754.31 353.33
Interest expense	80.73 (111.92)	0.00 0.00	0.00 0.00	80.73 (111.92)
Profit / (loss) before tax	(743.72) 1112.89	2476.37 (695.41)	(59.07) 47.77	1673.58 465.25
iii. Other Information				
Segment assets	6108.69 (7415.81)	6209.36 (4202.64)	536.21 (493.83)	12854.26 (12112.28)
Segment liabilities	1698.07 (2060.30)	1241.57 (1365.74)	815.09 (161.84)	3754.73 (3587.88)
Capital expenditure during the year	60.29 (166.69)	0.00 (121.75)	0.00 0.00	60.29 (288.44)
Depreciation	623.47 (813.70)	115.84 (197.56)	0.90 (0.42)	740.21 (1011.68)

THE INDIAN CARD CLOTHING COMPANY LIMITED

NOTES FORMING PART OF THE ACCOUNTS : 31ST MARCH, 2016

B. Secondary Segment Information

Rs. Lac

Geographical by location of customers

	Revenue	Assets
Domestic sales	4,304.19	649.25
	(4,421.06)	(357.41)
Export sales	1,456.74	270.58
	(1,433.02)	(547.42)

39. Figures in bracket are in respect of previous year. Previous year's figures have been regrouped / re-classified wherever necessary.

As per our report attached

B. K. KHARE & CO.,
Chartered Accountants
FRN-105102W

PRASHANT K. TRIVEDI
Chairman

H. C. ASHER
Director

J.M.KOTHARY
Director

H. P. MAHAJANI
Partner
M.NO. 030168

SUDHIR MERCHANT
Director

M.K. TRIVEDI
Managing Director

K.N. SUVARNA
Chief Financial Officer

Date : May 19, 2016
Place : Mumbai

AMOGH BARVE
Company Secretary

FORM AOC-1

(Pursuant to first proviso to sub section (3) of Section 129 read with rule 5 of The Companies (Accounts) Rules, 2014

Statement containing salient features of the financial statement of subsidiaries / associates companies / joint ventures

Sr. No.	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share capital	Reserves & Surplus	Total assets	Total Liabilities	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
1.	ICC International Agencies Ltd.	Same as holding Company's reporting period, i.e., from April 1, 2015 to March 31, 2016	Indian subsidiary and hence not applicable.	50.00	248.08	333.65	333.65	-	314.28	(23.66)	2.50	(26.16)	-	99.99%
2.	Garnet Wire Ltd., UK	Same as holding Company's reporting period, i.e., from April 1, 2015 to March 31, 2016	UK Pound	350.00	11.57	21.34	21.34	-	12.33	10.69	(1.60)	9.09	2.42857 per equity share	60.00%
3.	Shivraj Sugar and Allied Products Pvt. Ltd.	Same as holding Company's reporting period, i.e., from April 1, 2015 to March 31, 2016	Indian subsidiary and hence not applicable.	1.00	-	1.04	1.04	-	-	-	-	-	-	94.00%

Notes:

1 Shivraj Sugar and Allied Products Pvt. Ltd. has not yet started the operations.

2 None of the subsidiaries mentioned above have been sold or liquidated during the year 2015-16.

INDEPENDENT AUDITORS' REPORT

To,
The Members of
The Indian Card Clothing Company Limited

Report on the Consolidated Financial Statements

1. We have audited the accompanying Consolidated financial statements of The Indian Card Clothing Company Limited ("the Company") and its subsidiaries, (hereinafter referred to as the "Group"), which comprise the consolidated Balance Sheet as at March 31, 2016, and the consolidated Statements of Profit and Loss and Cash Flow for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

2. The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India of the state of affairs of the Group as at March 31, 2016, and its Profit and its cash flows for the year ended on that date.

Other Matter

9. We did not audit the financial statements of one subsidiary included in the consolidated financial statements, whose financial statements reflect total assets of Rs. 2007.66 Lacs as at March 31, 2016, total revenues of Rs. 1179.59 Lacs and net cash inflow amounting to Rs. 1432.06 Lacs for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion is based solely on the reports of the other auditors. Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

10. As required by Section 143(3) of the Act, we report that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
- In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- The Balance Sheet, the Statement of Profit and Loss and Cash Flow dealt with by this Report are in agreement with the books of account.
- In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
- On the basis of written representations received from the directors as on March 31, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
- With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure I;
- With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2016 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
- The consolidated financial statements disclose the impact of pending litigations on Group's financial position – Refer Note 33(iii) of consolidated financial statements.
- The Group did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary companies incorporated in India.

For **B. K. Khare & Co.**

Chartered Accountants

Firm's Registration Number 105102W

H. P. Mahajani

Partner

Membership Number-030168

Place : Mumbai

Date : May 19, 2016

THE INDIAN CARD CLOTHING COMPANY LIMITED

Annexure I to our report of even date of the consolidated financial statement of The Indian Card Clothing Company Limited.

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

1. In conjunction with our audit of the consolidated financial statements of The Indian Card Clothing Company Limited as of March 31, 2016 and for the period from April 1, 2015 to March 31, 2016 we have audited the internal financial controls over financial reporting of The Indian Card Clothing Company Limited (hereinafter referred to as "the Holding Company") and its two subsidiary companies incorporated in India ("Indian Subsidiary Companies"), as of that date.

Management's Responsibility for Internal Financial Controls

2. The respective Board of Directors of the Holding company and its Indian Subsidiary Companies are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that operate effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 ("the Act").

Auditors' Responsibility

3. Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing deemed to be prescribed under Section 143(10) of the Act to the extent applicable to an audit of internal financial controls, both applicable to an audit of internal financial controls and both issued by the ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

6. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

7. Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

8. In our opinion, the Holding Company and its Subsidiary Companies in India have, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Holding Company and Subsidiary Companies in India considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by ICAI.

For **B. K. Khare & Co.**

Chartered Accountants

Firm Registration Number 105102W

H. P. Mahajani

Partner

Membership Number: 030168

Place: Mumbai

Date: 19 May, 2016

THE INDIAN CARD CLOTHING COMPANY LIMITED

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Note No.	As at 31-Mar-2016	(Rs. Lac) As at 31-Mar-2015
I EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	1	455.11	455.11
(b) Reserves and surplus	2	9,575.25	8,540.06
2 Foreign Currency Translation Reserve		93.78	111.34
Minority Interest		573.57	255.55
3 Non-current liabilities			
(a) Long-term borrowings	3	94.74	202.69
(b) Deferred tax liabilities (Net)		-	-
(c) Other Long term liabilities	4	1,059.68	1,195.93
(d) Long-term provisions	5	109.52	113.75
4 Current liabilities			
(a) Short-term borrowings	6	593.80	1,156.78
(b) Trade payables	7	897.17	416.44
(c) Other current liabilities	8	739.31	770.11
(d) Short-term provisions	9	839.50	154.45
TOTAL		<u><u>15,031.43</u></u>	<u><u>13,372.21</u></u>
II ASSETS			
1 Non-current assets			
(a) Fixed assets			
(i) Tangible assets	10	4,594.28	6,089.07
(ii) Intangible assets	11	9.54	1.78
(iii) Capital work-in-progress	12	326.61	329.80
(b) Non-current investments	13	3,092.26	1,672.29
(c) Deferred tax assets (net)	29	102.30	66.30
(d) Long-term loans and advances	14	587.02	602.01
2 Current assets			
(a) Current investments	15	1,941.86	837.81
(b) Inventories	16	1,347.76	1,678.75
(c) Trade receivables	17	1,193.07	1,278.96
(d) Cash and Bank Balances	18	1,566.86	675.98
(e) Short-term loans and advances	19	262.76	132.35
(f) Other current assets	20	7.11	7.11
TOTAL		<u><u>15,031.43</u></u>	<u><u>13,372.21</u></u>

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS **26 - 38**

As per our report attached

B. K. KHARE & CO.,
Chartered Accountants
FRN-105102W

PRASHANT K. TRIVEDI
Chairman

H. C. ASHER
Director

J.M.KOTHARY
Director

H. P. MAHAJANI
Partner
M.NO. 030168

SUDHIR MERCHANT
Director

M.K. TRIVEDI
Managing Director

K.N. SUVARNA
Chief Financial Officer

Date : May 19, 2016
Place : Mumbai

AMOGH BARVE
Company Secretary

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2016

		(Rs. Lac)	
Particulars	Note No.	31-Mar-2016	31-Mar-2015
I. Gross Revenue from operations	21	8,463.87	9,070.94
Less : Excise duty		550.52	562.13
Net Income from Operations		7,913.35	8,508.81
II. Other income	22	3,040.43	287.89
III. Total Revenue (I + II)		10,953.78	8,796.70
IV. Expenses:			
Cost of material consumed		2,168.31	2,793.70
Purchases of Stock-in-Trade		95.86	111.83
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		279.46	(72.23)
Employee benefits expense	23	2,415.43	2,642.59
Finance costs	24	92.74	120.30
Depreciation and amortization expense		775.25	1,047.55
Other expenses	25	2,526.89	2,469.27
Total expenses		8,353.94	9,113.01
V. Profit before exceptional and extraordinary items and tax (III - IV)		2,599.84	(316.31)
VI. Exceptional items (Profit on sale of assets & Loss on impairment of assets)		-	-
VII. Profit before extraordinary items and tax (V +VI)		2,599.84	(316.31)
VIII. Extraordinary Items Income / (Expense)		-	-
IX. Profit before tax (VII- VIII)		2,599.84	(316.31)
X Tax expense:			
(1) Current tax		494.82	29.48
(2) Short / (excess) Provision / Mat Credit		2.50	--
(3) Deferred tax		(36.38)	(72.17)
XI Profit / (Loss) after tax and before minority interest		2,138.90	(273.62)
Less : Minority Interest		332.63	12.34
Profit / (Loss) after tax and minority interest		1,806.27	(285.96)
XII Earnings per equity share:			
Basic and diluted		39.69	(6.28)

See accompanying notes to the financial statement

As per our report attached
B. K. KHARE & CO.,
Chartered Accountants
FRN-105102W

PRASHANT K.TRIVEDI
Chairman

H. C. ASHER
Director

J.M.KOTHARY
Director

H. P. MAHAJANI
Partner
M.NO. 030168

SUDHIR MERCHANT
Director

M.K. TRIVEDI
Managing Director

K.N. SUVARNA
Chief Financial Officer

Date : May 19, 2016
Place : Mumbai

AMOGH BARVE
Company Secretary

THE INDIAN CARD CLOTHING COMPANY LIMITED

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST March, 2016

(Rs. Lac)

Particulars	As at 31-Mar-2016	As at 31-Mar-2015
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net Profit before tax and extraordinary items	2,599.84	(316.31)
Depreciation	775.25	1,047.55
Foreign Exchange (gain) / loss	33.20	(84.23)
Interest / Dividend Income	(146.00)	(70.46)
(Profit) / Loss on sale of Fixed Assets	(2,888.14)	(14.80)
(Profit) / Loss on sale of Investments	65.31	(92.79)
Provision for leave encashment and gratuity	20.97	22.94
Provision for bad/doubtful debts written back	(44.99)	7.35
Interest expenditure	92.74	120.30
	<u>(2,091.66)</u>	<u>935.86</u>
Operating Profit before Working Capital changes	<u>508.18</u>	<u>619.55</u>
Trade and other receivables	(29.53)	442.09
Inventories	330.99	(12.48)
Trade payables	1,130.75	(326.33)
Direct Taxes paid	424.94	(100.59)
	<u>1,857.15</u>	<u>(2.69)</u>
Net Cash generated from /(used in) operating activities	<u>2,365.33</u>	<u>622.24</u>
B. CASH FLOW FROM INVESTING ACTIVITIES :		
Purchase of Fixed Assets	(68.53)	(328.56)
Sale of Fixed Assets	2,548.13	58.70
Purchase of Investments	(2,738.86)	(395.14)
Proceeds from Sale of Investments	170.38	684.98
Interest/Dividend received	146.00	70.46
Increase/(Decrease) in deposits	429.48	(220.71)
Net cash from/ (used in) investing activities	<u>486.60</u>	<u>(130.27)</u>
C. CASH FLOW FROM FINANCING ACTIVITIES		
Short Term Borrowings	(562.98)	184.40
Long Term Borrowings	(107.95)	(87.68)
F C Reserve, Minority interest and Cost of control	300.45	(24.49)
Security Deposits	(136.25)	(187.96)
Dividend paid	(773.69)	(136.53)
Tax on dividend	(158.41)	(23.20)
Interest paid	(92.74)	(123.15)
Net Cash from/ (used in) financing activities	<u>(1,531.57)</u>	<u>(398.62)</u>
Net increase/(decrease) in cash and cash equivalents(A+B+C)	<u>1,320.36</u>	<u>93.35</u>
Cash and Cash equivalents		
Beginning of the year :		
Cash and Bank balances	217.14	123.79
End of the year :		
Cash and Cash Equivalents	1,537.50	217.14
Increase/(Decrease) in cash and cash equivalents	1,320.36	93.35

As per our report attached

B. K. KHARE & CO.,
Chartered Accountants
FRN-105102W

PRASHANT K. TRIVEDI
Chairman

H. C. ASHER
Director

J.M.KOTHARY
Director

H. P. MAHAJANI
Partner
M.NO. 030168

SUDHIR MERCHANT
Director

M.K. TRIVEDI
Managing Director

K.N. SUVARNA
Chief Financial Officer

Date : May 19, 2016
Place : Mumbai

AMOGH BARVE
Company Secretary

NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS : 31ST MARCH, 2016

(Rs. Lac)

1 Share Capital

Particular	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares	Rs. In Lac	Number of shares	Rs. In Lac
Authorised Capital				
Equity shares of Rs. 10/- each	50,00,000	500.00	50,00,000	500.00
Issued, subscribed and fully paid up	45,51,120	455.11	45,51,120	455.11
Equity shares of Rs. 10/- each				
Add: Share forfeiture	-	-	-	-
Total	45,51,420	455.11	45,51,420	455.11

a) Rights, preferences and restrictions attached to Equity shares:

The Company has only one class of share referred to as Equity shares having a par value of Re. 10 per share. Each holder of Equity shares is entitled to one vote per share. The Company declares and pays dividends in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the unlikely event of liquidation of the Company, the holders of Equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of Equity shares held by the shareholders.

During the year ended 31st March 2016, the amount of per share dividend recognized as distributions to Equity shareholders was Rs.12.00 per share as a special interim dividend and Rs.2.50 per share as a final dividend. (31st March 2015: Re.2.50).

b) Reconciliation of opening and closing Equity Share capital:

Particular	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares held	Amount originally paid up (Rs. In Lac)	Number of shares held	Amount originally paid up (Rs. In Lac)
Balance at the beginning of the year	45,51,120	455.11	45,51,120	455.11
Balance at the end of the year	45,51,420	455.11	45,51,420	455.11

c) Details of shares held by each shareholder holding more than 5% of the aggregate shares in the Company:

Particular	As at 31 March, 2016		As at 31 March, 2015	
	Number of shares held	% of Shareholding	Number of shares held	% of Shareholding
Multi Act Industrial Enterprises Ltd.	26,10,066	57.35	26,10,066	57.35

d) Earning Per Share

Particular	As at 31 st March, 2016	As at 31 st March, 2015
Profit attributable to Equity shareholders (Rs. In Lacs)-(A)	1,806.27	(285.96)
Basic/Weighted		
Average number of Equity Shares* outstanding during the year - (B)	4,551,120	4,551,120
Nominal Value of Equity shares (Rs.)	10.00	10.00
Basic/diluted Earning per share (Rs.) – (A)/(B)	39.69	(6.28)

THE INDIAN CARD CLOTHING COMPANY LIMITED

NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS : 31ST MARCH, 2016

		(Rs. Lac)	
NOTES		As at 31-Mar-2016	As at 31-Mar-2015
2	Reserves and Surplus		
	(i) Reserves and Surplus shall be classified as:		
	(a) Securities Premium Reserve;	910.22	910.22
	(b) General reserve		
	Opening balance	1,791.57	1,770.12
	Add : Transfer from current years profit.	--	(3.55)
	Add : Dividend from ICCIAL	25.00	25.00
	Closing Balance	1,816.57	1,791.57
	(c) Capital Reserve	10.88	10.88
	(d) Surplus in statement of Profit and Loss	6,837.58	5,827.39
	TOTAL	<u>9,575.25</u>	<u>8,540.06</u>
	Profit and Loss		
	Opening Balance	5,827.39	6,251.47
	Add : Current years net profit after tax	1,806.27	(285.96)
	Less : Transfer to General reserve	-	-
	Less : Appropriation towards Interim dividend payment with Tax thereon	(657.95)	-
	Less : Appropriation towards Proposed dividend including Dividend Tax	(137.07)	(137.07)
	Less : Preliminary expenses	(1.05)	(1.05)
	Closing Balance	<u>6,837.58</u>	<u>5,827.39</u>
3	Long-Term Borrowings		
	Term loans from bank - Secured	94.74	202.69
	(Secured by charge on Land, Building and Plant and Machinery		
	Rate of Interest is 11.50%)		
	Term loan is repayable in equal quarterly instalments of Rs. 20 lac		
	in five years.		
	TOTAL	<u>94.74</u>	<u>202.69</u>
4	Other Long Term Liabilities		
	Security Deposits	1,059.68	1,195.93
	TOTAL	<u>1,059.68</u>	<u>1,195.93</u>
5	Long-term provisions		
	Provision for employee benefits.	109.52	113.75
	TOTAL	<u>109.52</u>	<u>113.75</u>
6	Short-term borrowings		
	Loans repayable on demand from banks - Secured	578.55	641.12
	Secured by hypothecation of inventory and book debts and		
	pledge of mutual fund units, rate of interest is 11.50%.		
	Buyer's Credit - Unsecured	--	515.66
	Repayable with half-yearly interest @ 1.23%		
	Export Packing Credit	15.25	--
	TOTAL	<u>593.80</u>	<u>1,156.78</u>
7	Trade Payables		
	Sundry Creditors	126.67	229.95
	Accrued Expenses	770.50	186.49
	Total Trade Payable	<u>897.17</u>	<u>416.44</u>

Suppliers who are covered under MSMED Act, 2006, have been identified to the extent of information available with the company. The principal balance due to Micro and small enterprises as at 31st March, 2016 is Rs. Nil, previous year Nil. Further no interest has been paid or is payable under the Act.

NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS : 31ST MARCH, 2016

		(Rs. Lac)	
NOTES		As at 31-Mar-2016	As at 31-Mar-2016
8 Other current liabilities			
(a) Current maturities of long-term debt	80.00	80.00	
(b) Current maturities of Security Deposits received	188.00	175.90	
(c) Other Current liabilities			
Payable to employees	253.93	265.11	
Provident Fund and ESI Payable	2.83	16.79	
(d) Advance from Customers	192.71	204.83	
(e) Unpaid dividends	20.06	24.77	
(f) Interest accrued but not due on borrowings;	1.78	2.71	
TOTAL	739.31	770.11	
9 Short-term provisions			
(a) Provision for employee benefits.	44.47	17.38	
(b) Proposed Dividend including Dividend Dist. Tax	795.03	137.07	
TOTAL	839.50	154.45	
10-12 Notes on Fixed Assets			
13 Non-current investments			
(a) Investments in debentures or bonds;	646.05	135.41	
(b) Investments in Mutual Funds;	2,246.21	1,336.88	
(c) Investments in Equity Shares - Un-quoted	200.00	200.00	
TOTAL	3,092.26	1,672.29	
14 Long-term loans and advances			
(i) Long-term loans and advances - Unsecured			
(a) Capital Advances;	9.67	2.62	
(b) Security Deposits;	96.02	91.87	
(c) Loans and advances to related parties			
Multi Act Constructions Pvt. Ltd.	240.00	240.00	
(d) Other loans and advances	1.55	29.86	
(e) Advance income tax paid (Net of Provision)	239.78	237.66	
TOTAL	587.02	602.01	
15 Current Investments - Non Trade			
(a) Investments in Equity Instruments;	11.33	--	
(b) Investments in Mutual Funds;	1,930.53	837.81	
(c) Aggregate quoted amount of			
Investment	11.33	--	
Market Value there of	19.83	--	
TOTAL	1,941.86	837.81	
16 Inventories			
(a) Raw material	369.95	429.05	
(b) Work-in-progress;	336.70	423.79	
(c) Finished goods;	482.99	593.26	
(d) Stock-in-trade	64.69	120.09	
(e) Stores and spares;	93.43	112.56	
TOTAL	1,347.76	1,678.75	

THE INDIAN CARD CLOTHING COMPANY LIMITED

NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS : 31ST MARCH, 2016

10-12 Fixed Assets schedule as at 31 - March - 2016

		Gross at Begin	Additions	Deductions	Gross at End	Depreciation at 1 April 2015	Depreciation for year	Depre. on Deduction	Depreciation at 31 Mar 2016	Net Value at 1 April 2015	Net Value at 31 Mar 2016
10.	Tangible assets										
	(a) Land	894.35	--	96.34	798.01	--	--	--	--	894.35	798.01
	(b) Buildings	4,806.23	--	657.04	4,149.19	1,995.88	223.44	157.60	2,071.72	2,810.35	2,077.47
	(c) Plant and Equipment	5,203.42	47.86	56.47	5,194.81	3,317.42	399.81	21.50	3,695.73	1,886.00	1,499.08
	(d) Furniture and Fixtures	305.33	10.03	125.42	189.94	186.64	19.04	48.85	156.83	118.69	33.11
	(e) Vehicles	283.36	--	16.40	266.96	153.90	29.94	15.53	168.31	129.46	98.65
	(f) Office equipments & Computers	435.98	6.07	21.40	420.65	397.43	29.20	5.98	420.65	38.55	0.00
	(g) Electrical Installation	687.78	--	95.13	592.65	476.11	63.82	35.24	504.69	211.67	87.96
	Total	12,616.45	63.96	1,068.20	11,612.21	6,527.38	775.25	284.70	7,017.93	6,089.07	4,594.28
11.	Intangible assets										
	Computer software	29.53	7.76	--	37.29	27.75	--	--	27.75	1.78	9.54
	Total	29.53	7.76	--	37.29	27.75	--	--	27.75	1.78	9.54
12.	Capital Work-in- Progress	329.80	1.49	4.68	326.61	--	--	--	--	329.80	326.61
	Total	12,975.78	73.21	1,072.88	11,976.11	6,555.13	775.25	284.70	7,045.68	6,420.65	4,930.43

Fixed Assets schedule as at 31 - March - 2015

		Gross at Begin	Additions	Deductions	Gross at End	Depreciation at 1 April 2014	Depreciation for year	Depre. on Deduction	Depreciation at 31 Mar 2015	Net Value at 1 April 2014	Net Value at 31 Mar 2015
10.	Tangible assets										
	(a) Land	894.35	--	--	894.35	--	--	--	--	894.35	894.35
	(b) Buildings	4,727.82	78.41	--	4,806.23	1,706.79	289.09	--	1,995.88	3,021.03	2,810.35
	(c) Plant and Equipment	5,079.93	186.69	63.20	5,203.42	2,886.10	466.20	34.88	3,317.42	2,193.83	1,886.00
	(d) Furniture and Fixtures	277.43	32.96	5.06	305.33	147.83	39.93	1.12	186.64	129.60	118.69
	(e) Vehicles	286.40	23.21	26.25	283.36	128.73	48.77	23.60	153.90	157.67	129.46
	(f) Office equipments & Computers	471.04	34.34	69.40	435.98	373.90	64.89	41.36	397.43	97.14	38.55
	(g) Electrical Installation	645.00	42.78	--	687.78	343.30	132.81	--	476.11	301.70	211.67
	Total	12,381.97	398.39	163.91	12,616.45	5,586.65	1,041.69	100.96	6,527.38	6,795.32	6,089.07
11.	Intangible assets										
	Computer software	23.81	5.72	--	29.53	21.89	5.86	--	27.75	1.92	1.78
	Total	23.81	5.72	--	29.53	21.89	5.86	--	27.75	1.92	1.78
12.	Capital Work-in- Progress	405.35	17.79	93.34	329.80	--	--	--	--	405.35	329.80
	Total	12,811.13	421.90	257.25	12,975.78	5,608.54	1,047.55	100.96	6,555.13	7,202.59	6,420.65

NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS : 31ST MARCH, 2016

(Rs. Lac)

NOTES		As at 31-Mar-2016	As at 31-Mar-2015
17 Trade Receivables - Unsecured			
(a) Considered good;		1,193.07	1,278.96
(b) Unsecured considered good, above 180 days		--	--
(c) Considered doubtful, above 180 days		63.05	39.80
Less : Provision for doubtful debts		(63.05)	(39.80)
TOTAL		1,193.07	1,278.96
18 Cash and Bank Balances			
(i) Cash and cash equivalents			
(a) Balances with Banks;		1,422.29	107.99
(b) Cash on hand;		1.16	3.17
(ii) Other balances with banks		20.06	24.77
(iii) Bank deposits with more than 12 months maturity		123.35	540.05
TOTAL		1,566.86	675.98
19 Short-term loans and advances			
(a) Balance with Excise Authorities		21.27	42.48
(b) Unsecured, considered good;			
Prepaid Expenses		174.03	76.69
Other Advances		67.46	13.18
(c) Doubtful.		19.66	10.78
(d) Allowance for bad and doubtful loans and advances shall be disclosed under the relevant heads separately.		(19.66)	(10.78)
TOTAL		262.76	132.35
20 Other current assets			
Fixed assets / C WIP held for disposal		7.11	7.11
TOTAL		7.11	7.11
21 Revenue from operations			
(a) sale of products;		7,343.84	7,552.98
(b) sale of services;		188.54	205.68
(c) Commission received		109.36	382.60
(d) Rent and Service Charges received		822.13	929.68
Sub-Total		8,463.87	9,070.94
Less : Excise duty		550.52	562.13
TOTAL		7,913.35	8,508.81
22 Other income			
(a) Interest Income		59.43	48.86
(b) Dividend Income;		86.57	21.60
(c) Net gain/Loss on sale of investments		(65.31)	92.79
(d) Excess provision written-back		0.34	20.64
(e) Exchange gain		--	84.23
(f) Profit on sale of Asset		2,888.14	14.80
(g) Other non-operating income		71.26	4.97
TOTAL		3,040.43	287.89
23 Employee Benefits Expense			
(i) salaries and wages,		2,083.37	2,220.11
(ii) contribution to provident and other funds,		135.99	210.99
(iii) Provision for gratuity and leaves		20.97	22.94
(iv) Insurance Personal and accident		14.27	23.81
(v) staff welfare expenses		160.83	164.74
TOTAL		2,415.43	2,642.59
24 Finance Costs			
(a) Interest expense;		80.23	110.67
(b) Other borrowing cost		12.51	9.63
TOTAL		92.74	120.30

THE INDIAN CARD CLOTHING COMPANY LIMITED

NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS : 31ST MARCH, 2016

(Rs. Lac)

NOTES	As at 31-Mar-2016	As at 31-Mar-2015
25 Other Expenses		
Stores and spare parts consumed	142.34	147.84
Power and Fuel	331.03	388.33
Rent	69.01	69.58
Insurance	37.55	32.97
Rates and taxes	97.47	105.58
Repairs to Building	40.47	31.47
Housekeeping expenses	88.58	95.06
Repairs to Plant and Machinery	180.63	341.65
Freight and Clearing charges	86.35	104.13
Travelling expenses	227.74	246.41
Communication expenses	50.08	37.94
Commission on sales	295.40	242.97
Provision for bad and doubt-ful debts / advances	45.33	13.29
Computer and software maintenance	17.60	14.94
Legal and professional fees	253.52	121.51
Audit Fees		
As Auditor	13.55	14.38
Other Services	1.92	1.22
Reimbursement of expenses	0.20	0.16
Watch and Ward expenses	88.82	82.91
Exchange loss	33.20	-
Directors Sitting Fees and commission	15.90	12.30
Other sundry expenses	410.20	364.63
TOTAL	2,526.89	2,469.27

26. Basis of Preparation of Financial Statements

SIGNIFICANT ACCOUNTING POLICIES AND NOTES TO ACCOUNTS

This financial statements are prepared in accordance with the Generally Accepted Accounting Principles ("GAAP") in India under the historical cost convention on an accrual basis, and are in conformity with mandatory accounting standards, as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

The preparation of financial statements is in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported period. Differences between the actual results and estimates are recognised in the period in which the results are known or materialised.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

Revenue Recognition

Sales are accounted for on the basis of acknowledgements and are stated net of sales tax, freight, insurance and other charges recoverable from customers.

Income from leasing of buildings and related services is recognized at the rates prescribed over the tenure of the lease/service agreement.

Dividend on investments is recognised when the company's right to receive it is established.

Fixed Assets

Fixed assets are stated at cost (net of refundable taxes or levies) and include any other attributable cost for bringing the assets to working condition for their intended use. The cost of self-constructed fixed assets are capitalised at the expenditure including an appropriate share of overheads incurred directly for the specific asset.

Investments

Investments classified as long term investments are carried at cost. However provision for diminution is made to recognise a decline, other than temporary in nature, in the carrying amount of such long-term investments. Investments classified as current investments are carried at lower of cost and fair value, computed category-wise.

Inventories

Inventories are valued at lower of net realisable value and cost, arrived at on the basis of weighted average cost comprising all cost of purchase, cost of conversion, other costs and where applicable excise duty, in bringing inventories to their present location and condition. Obsolescence is provided on the basis of standard norms.

Provisions and Contingent Liabilities

Provisions in respect of present obligations arising out of past events are made in the accounts when reliable estimates can be made of the amount of the obligation.

Contingent liabilities are disclosed by way of note to the financial statements, after careful evaluation by the management of the facts and legal aspects of the matter involved.

Borrowing Costs

Borrowing costs attributable to the acquisition of fixed assets are capitalised till the date of substantial completion of the activities necessary to prepare the relevant asset for its intended use. Other borrowing costs are charged to profit and loss statement in the year of incurrence.

Foreign Currency Transactions

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transactions.

Assets (other than fixed assets) and liabilities denominated in foreign currency are translated at the closing exchange rates.

Income Taxes

Current tax is provided on the basis of estimated tax liability, computed as per applicable provisions of the Income Tax Act, 1961 and applicable regulations in each jurisdiction.

Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

THE INDIAN CARD CLOTHING COMPANY LIMITED

27. Basis of Consolidation

The consolidated financial statements comprise of financial statements of The Indian Card Clothing Co. Ltd. and its following subsidiaries:

Name of the Company	Country of incorporation	% Shareholding of The Indian Card Clothing Co. Ltd.
Garnett Wire Ltd.	U K	60%
ICC International Agencies Ltd.	India	100%
Shivraj Sugar and Allied Products Pvt. Ltd.	India	94%

The following principles have been applied while preparing the consolidated financial Statements :

- a. The parent and its subsidiaries have used uniform accounting policies except that in case of Garnett Wire Ltd. UK, which has charged depreciation on building using straight line method as against written down value method used by the parent, the impact whereof is not significant.
 - b. The consolidated financial statements have been prepared by combining individual financial statements of the parent and its subsidiaries on a line by line basis by adding together the balances of assets, liabilities, income and expenditures after eliminating intra group transactions.
- 28.** The financial statements of Garnett Wire Ltd. have been translated at the exchange rate prevailing at the end of the year for assets and liabilities and average rate for revenue items except the parent's interest in equity upto the date of acquisition which has been translated at the exchange rate prevailing on the date of acquisition. Exchange differences arising on consolidation are dealt with as follows :
- a. To the extent attributable to the Parent's interest, they are accumulated in "Foreign Currency Translation Reserve", and
 - b. To the extent attributable to the Minority interest, they are adjusted to the "Minority Interest".

29. Deferred Taxes

The major components of deferred tax asset / (liability) are as follows

Particulars	As at 31-Mar-2016	As at 31-Mar-2015
(a) Depreciation	15.30	(8.91)
(b) Provision for doubtful debts / advances	26.75	13.94
(c) Technical know-how	0.53	0.66
(d) Employee benefits	59.72	60.61
(e) Business loss	0.00	0.00
Net deferred tax Asst / (Liability)	102.30	66.30

30. Related Party Disclosure

- a) Controlling Company - Multi Act Industrial Enterprises Ltd., Mauritius
- b) Enterprise over which any key management personnel and relative of such personnel is able to exercise significant influence
 - i. Multi Act Equity Reserch Services Pvt. Ltd.
 - ii. Multi Act Construction Pvt. Ltd.
 - iii. Multi Act Realty Enterprises Pvt. Ltd.
 - iv. Joseph Sellers & Sons Ltd.
 - v. Shaped Wires Ltd.

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c) Transactions with Related Parties:

		Rs.Lac	Rs.Lac
Name of party	Nature of transaction	Year ended 31-Mar-16	Year ended 31-Mar-15
i) Multi-Act Industrial Enterprises Ltd., Mauritius	Dividend paid	65.25	78.30
ii) Multi-Act Construction Pvt. Ltd.	Rent paid	17.52	17.52
	Deposit Paid	240.00	240.00
iii) Multi-Act Realty Enterprises Pvt. Ltd.	Rent paid	7.20	7.20
iv) Joseph Sellers & Sons Limited	Sales	0.53	34.48
	Purchases	35.42	22.42
	Amount receivable	--	--
	Amount payable	1.40	--
v) Shaped Wires Ltd.	Sales	63.63	96.52
	Purchases	356.07	404.33
	Rent Received	20.68	23.16
	Amount receivable	5.92	--
	Amount payable	--	42.50
vii) Directors & Relatives			
a) Mr. K K Trivedi - Chairman Emeritus	Sitting fees paid	1.20	--
b) Mr. Prashant K Trivedi - Chairman	Sitting fees paid	1.90	2.25
c) Mr. Mehul K Trivedi - Managing Director (Also key management personnel)	Salary, commission and other perquisites.	49.94	46.80

(No amounts pertaining to related parties have been written off or written back during the year)

31. Segment Disclosure

				Rs.lac
A. Primary Segment Information	Card Clothing	Realty	Others/ Unallocable	Total
i. Segment Revenue				
External Sales	7,091.22	--	--	7,091.22
	(7,569.37)	--	--	(7,579.13)
Treasury and other income	1,068.00	2,794.56	--	3,862.56
	(150.55)	(1,067.02)	--	(1,217.57)
Total revenue	8,159.22	2,794.56	--	10,953.78
	(7,719.92)	(1,067.02)	--	(8,796.70)
ii. Segment Results				
Profit before tax and interest	275.28	2,476.37	(59.07)	2,692.58
	818.65	(695.41)	47.77	196.01
Less : Interest expense	92.74	--	--	92.74
	(120.30)	--	--	(120.30)
Profit from ordinary activities before tax	182.54	2,476.37	(59.07)	2,599.84
	938.95	(695.41)	47.77	316.31
iii. Other Information				
Segment Assets	8,285.86	6,209.36	536.21	15,031.43
	(8,665.79)	(4,202.64)	(503.78)	(13,372.21)
Segment Liabilities	3,645.65	1,241.57	20.06	4,907.28
	(2,875.19)	(1,365.74)	(24.77)	(4,265.70)
Capital Expenditure during the year	68.53	--	--	68.53
	121.75	(121.75)	--	--
Depreciation	658.51	115.84	0.90	775.25
	(849.57)	(197.56)	(0.42)	(1,047.55)
	4,640.21	4,967.79	516.15	10,124.15

B. Secondary Segment Information (by geographical segment)

	Revenue	Rs. Lac
Domestic	5,634.48	Assets (270.58)
	(6,136.35)	(731.54)
Overseas	1,456.74	270.58
	(1,433.02)	(547.42)

THE INDIAN CARD CLOTHING COMPANY LIMITED

	As at 31-Mar-2016	Rs. Lac As at 31-Mar-2015
32. Raw materials including packing material consumed :		
Raw Material Consumed	(1,457.34)	1,974.97
Industrial cloth and fabric - square meters.....	361.11	493.25
Others.....	725.18	365.08
	<u>2,543.63</u>	<u>2,833.30</u>
	As at 31-Mar-2016	As at 31-Mar-2015
33. i) Claims against the Company not acknowledged as debts.....		
ii) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)..	4.94	1.74
iii) Contingent liabilities & commitments (to the extent not provided for)	28.46	92.38
Contingent Liabilities		
Bills discounted with Banks	Nil	Nil
Disputed Tax matters :		
a) Company in appeal	11.22	11.22
b) Matters decided in Company's favour, tax authorities	--	--
c) Other	15.50	15.50
Claims against the Company, not acknowledged as debts	--	40.00
Commitments :		
Estimated amount of unexecuted capital controls (net of advances and deposits)	1.74	25.38
Other :		
Guarantees issued by banks on behalf of the Company		
	As at 31-Mar-2016	As at 31-Mar-2015
34. Value of Imports on C.I.F. basis :		
Raw materials.....	101.11	232.23
Stores and spare parts.....	7.31	7.81
Capital goods.....	--	62.11
Trading goods.....	55.42	54.07

35. The Board of Directors of the Company has by resolution given consent for not attaching the balance sheet of the subsidiary companies.

36. Statement of net assets and profit or loss attributable to owners and minority interest

Name of the Entity	Net Assets		Share in Profit or Loss	
	(Total Assets - Total Liabilities)			
	As % of consolidated net assets	Rs. Lac	As % of consolidated profit or loss	Rs. Lac
Parent Company				
The Indian Card Clothing Company Limited	89.88	9,099.53	63.59	1,360.21
Indian Subsidiaries				
ICC International Agencies Ltd.	2.94	298.08	(1.22)	(26.16)
Shivraj Sugar and Allied Products Pvt. Ltd.	(0.00)	(0.05)	--	--
Foreign Subsidiaries				
Garnett Wire Ltd., UK	14.15	1,432.53	39.92	853.91
Minority Interest in all Subsidiaries	5.57	563.57	15.55	332.63
Total Eliminations	(12.54)	(1,269.52)	(17.84)	(381.69)
TOTAL	100.00	10,124.14	100.00	2,138.90

37. Previous year's figures have been regrouped wherever necessary to conform current year's grouping

38. Figures in bracket are in respect of previous year.

As per our report attached
B. K. KHARE & CO.,
Chartered Accountants
FRN-105102W

PRASHANT K. TRIVEDI
Chairman

H. C. ASHER
Director

J.M.KOTHARY
Director

H. P. MAHAJANI
Partner
M.NO. 030168

SUDHIR MERCHANT
Director

M.K. TRIVEDI
Managing Director

K.N. SUVARNA
Chief Financial Officer

Date : May 19, 2016
Place : Mumbai

AMOGH BARVE
Company Secretary

THE INDIAN CARD CLOTHING COMPANY LIMITED

(CIN: L29261PN1955PLC009579)

Regd. Office: Mumbai – Pune Road,

Pimpri, Pune – 411 018

Tel: (020) 39858200 Fax: (020) 39858300

E-mail : investor@cardindia.com, Website : www.cardindia.com

FORM NO. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 Read with Rule 19(3) of the Companies (Management and Administration) Rule, 2014]

Name of the Member(s): _____
Registered Address: _____
Email Id: _____
Folio No / Client ID: _____
DP ID: _____

I / We being the member(s) of _____ Equity Shares of THE INDIAN CARD CLOTHING COMPANY LIMITED, hereby appoint:

1. Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him / her;
2. Name: _____
Address: _____
Email ID: _____
Signature: _____, or failing him / her;
3. Name: _____
Address: _____
Email ID: _____
Signature: _____

and whose signature(s) is appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 62nd Annual General Meeting of the Company, to be held on Friday, August 12, 2016 at 12.00 noon at Mumbai-Pune Road, Pimpri, Pune, Maharashtra - 411018, and at any adjournment thereof in respect of such resolutions as are indicated below:

- 1) Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and the Auditors
- 2) Declaration of final dividend on equity shares for the year ended March 31, 2016.
- 3) Appointment of Director in place of Mr. Prashant K. Trivedi (DIN : 00167782), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) Ratification of appointment of M/s. B.K. Khare & Co., Chartered Accountants, Pune (Firm Registration No. 105102W), as 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.
- 5) 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.

Signed this _____ day of _____, 2016.

Signature of Share holder: _____

Signature of Proxy holder(s): _____

Affix
Revenue
Stamp

Note:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Mumbai-Pune Road, Pimpri, Pune, Maharashtra - 411018 not less than 48 hours before the commencement of the meeting.

THE INDIAN CARD CLOTHING COMPANY LIMITED

(CIN: L29261PN1955PLC009579)

Regd. Office: Mumbai – Pune Road,

Pimpri, Pune – 411 018

Tel: (020) 39858200 Fax: (020) 39858300

E-mail : investor@cardindia.com, Website : www.cardindia.com**BALLOT FORM**

1.	Name of the first named shareholder	
2.	Name (s) of the Joint holder(s), if any	
3.	Postal Address	
4.	Registered Folio No./DP ID No./Client ID No.	
5.	Class of Share	Equity
6.	Number of shares held	

I / We hereby exercise my/our vote(s) in respect of the Resolution set out in the Notice of the 62nd Annual General Meeting (AGM) of the Company to be held on **Friday, August 12 , 2016** by conveying my / our assent / dissent to the said resolutions by placing the tick (✓) mark at the appropriate box below:

Item No.	Description of Resolution	Type of Resolution	No. of Ordinary Shares for which votes cast	I/We assent	I/We dissent
1)	Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2016 together with the reports of the Board of Directors and the Auditors	Ordinary			
2)	Declaration of final dividend on equity shares for the year ended March 31, 2016	Ordinary			
3)	Appointment of Director in place of Mr. Prashant K. Trivedi (DIN: 00167782), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary			
4)	Ratification of appointment of M/s. B.K. Khare & Co., Chartered Accountants, Pune (Firm Registration No. 105102W), as 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.	Ordinary			
5)	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.	Special			

(Signature of the Member)

Date :

Place :

INSTRUCTIONS:

- 01) **In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, those members, who do not have access to e-voting facility provided by the Company for the Annual General Meeting, may send their assent or dissent in writing on the Ballot Form. Accordingly, this Ballot Form is being provided to facilitate e-voting provided under Section 108 of the Companies Act, 2013 at 62nd Annual General Meeting of the Company.**
- 02) A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.
- 03) A Member desiring to exercise his/her vote by Ballot Form should complete this Ballot form, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer as per instruction 07 below at Mr. S. Anantha Rama Subramanian, Practising Company Secretary, Scrutinizer, The Indian Card Clothing Company Limited, Mumbai-Pune Road, Pimpri, Pune – 411 018, Maharashtra, India not later than Thursday, August 11, 2016 (5:00 p.m. IST). Postage will be borne and paid by the Company. Envelopes containing Ballot Forms, if deposited in person or sent by courier at the expenses of the Members will also be accepted.
- 04) The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address at which the Ballot Form is to be sent.
- 05) The Ballot form should be completed and signed by the Members. In the case of joint shareholding, this form should be completed and signed by the first named Member and in his absence, by the next named Member (s). Unsigned Ballot forms will be rejected. The signature on the Ballot Form must tally with the specimen signature registered with the Company.
- 06) Where the Ballot Form has been signed by an Authorized Representative of a body corporate, a certified copy of the relevant authorizations to vote on the Ballot should accompany the Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Ballot Form.
- 07) Duly completed Ballot Forms should reach the Scrutinizer not later than **Thursday, August 11, 2016 (5:00 p.m. IST)**. Any Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.
- 08) A Member may request for a duplicate Ballot Form, if so required. However, the duly filled in duplicate Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No. 07 above.
- 09) Voting rights will be reckoned on the paid-up value of shares registered in the name of the member at the close of business hours on Friday, August 5, 2016 which is the "Cut-off Date" fixed for this purpose.
- 10) Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed postage pre-paid envelope in as much as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.
- 11) There will be only one Ballot Form for every folio irrespective of the number of joint Member (s).
- 12) A Member need not use all the votes nor does he need to cast all the votes in the same way.
- 13) The Scrutinizer's decision on the validity of a Ballot Form will be final and binding.
- 14) Incomplete, unsigned or incorrect Ballot Forms will be rejected.
- 15) The date of Annual General Meeting will be the deemed date of passing resolution (s) through e-voting/ Ballot. **It may also be noted that, in terms of Section 114 of the Act, the Resolutions contained in the AGM Notice will be deemed to have been passed through the e-voting and Ballot Form unless the Poll is taken at the AGM. Accordingly, the results shall be declared in terms of Rules 20 or 21 of the Companies (Management and Administration) Rules 2014, as the case may be.**
- 16) The right of e-voting and Ballot Form shall not be exercised by a Proxy.

Notes :

Notes :



LIST OF OFFICES

PIMPRI WORKS

Mumbai-Pune Road,
Pimpri, Pune - 411018. (Maharashtra)
Tel.: 020 39858200
Fax: 020 39858300
e-mail: accounts@cardindia.com

AHMEDABAD

1004, 10th Floor,
Sakar III, Near Income Tax Circle
Ahmedabad - 380014 (Gujrat)
Tel.: (079)32911656,
Mob.: 09327024068
Fax.: (079)27141861
e-mail: iccahm@cardindia.com

COIMBATORE

857, Avanashi Road, Peelamedu,
Coimbatore - 641 004. (Tamilnadu)
Tel.: (422) 2561458/59
Mob.: 09345178828
Fax.: (422) 2562384
e-mail: icccbe@cardindia.com

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Tel.: (161) 272 0898, 3237603,
Mob.: 09316912628
e-mail: iccldh@cardindia.com

MADURAI

Alagamma Garden,
No. 19, Sengol Nagar, Old Vilangudi,
Madurai - 625 018.
Tel.: (452) 2668071/8330
Mob.: 09344105864
Fax.: (452) 2668071
e-mail: iccmdu@cardindia.com

NALAGARH (HP) WORKS

Village Manjholi,
Nalagarh Roper Road, Tehsil Nalagarh,
Dist. Solan 174101 (H.P.)
Tel.: 01795 393401 / 429
Fax.: 01795 393440
e-mail: icchp@cardindia.com

MUMBAI

ICC Chambers
Saki Vihar Road, Powai,
Mumbai 400 072
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GUNTUR

398/A, Perecherla Road, Nallapadu,
Guntur - 522 005 (A.P.)
Tel.: (0863) 5296625, 3206632
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e-mail: iccgtr@cardindia.com

TURKEY

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Yavuz Selim Mh. Kucuk Sanayi Subesi
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