



August 11, 2017

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

Madam/Sir,

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

REF : Symbol: INDIANCARD; Scrip Code: 509692

This is to inform you that the 63rd Annual General Meeting (AGM) of the Company held today at the registered office of the Company at Mumbai – Pune Road, Pimpri, Pune – 411 018.

In this regard, please find enclosed the following:

- 01) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- 02) Report of the Scrutinizer dated August 11, 2017, pursuant to Section 108 of Companies Act, 2013 ("Act") and Rule 20 (4) (xii) of the Companies (Management and Administration) Rules 2014.

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

You are requested to take the same on your record.

Thanking you,

Yours Faithfully,
For The Indian Card Clothing Company Limited,

Amogh Barve
Company Secretary
Membership No. : A33080



Encl: As above

Name of the Company	THE INDIAN CARD CLOTHING CO.LTD.
Date of the AGM/EGM	11-08-2017
Total number of shareholders on record date	10147
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	42
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and the Auditors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2610166	100	2610166	0	100	0
Public- Institutions	E-Voting	2057	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1938897	2	0.0001	02	0	100.0000	0.0000
	Poll		3414	0.1761	3414	0	100.0000	0.0000
	Postal Ballot (if applicable)		1108	0.0571	1108	0	100.0000	0.0000
	Total		4524	0.2333	4524	0	100	0
	Total	4551120	2614690	57.4516	2614690	0	100.0000	0.0000



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Total number of shareholders on record date	10147
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Promoters and Promoter Group:	0
Public:	42
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - Declaration of final dividend on equity shares for the year ended March 31, 2017.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2610166	100	2610166	0	100	0
Public- Institutions	E-Voting	2057	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1938897	2	0.0001	02	0	100.0000	0.0000
	Poll		3414	0.1761	3414	0	100.0000	0.0000
	Postal Ballot (if applicable)		1108	0.0571	1108	0	100.0000	0.0000
	Total		4524	0.2333	4524	0	100	0
	Total	4551120	2614690	57.4516	2614690	0	100.0000	0.0000



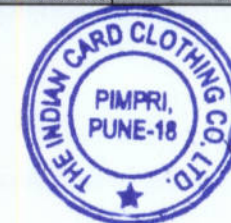
Name of the Company	THE INDIAN CARD CLOTHING CO.LTD.
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Total number of shareholders on record date	10147
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	42
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of Director in place of Mr. Mehul K. Trivedi (DIN: 00030481), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2610166	100	2610166	0	100	0
Public- Institutions	E-Voting	2057	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1938897	2	0.0001	02	0	100.0000	0.0000
	Poll		3414	0.1761	3414	0	100.0000	0.0000
	Postal Ballot (if applicable)		1108	0.0571	958	150	86.4620	13.5379
	Total		4524	0.2333	4374	150	96.6844	3.3156
	Total	4551120	2614690	57.4516	2614540	150	99.9943	0.0057



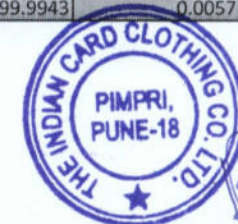
Name of the Company	THE INDIAN CARD CLOTHING CO.LTD.
Date of the AGM/EGM	11-08-2017
Total number of shareholders on record date	10147
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	42
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Appointment of M/s. P.G. Bhagwat, Chartered Accountants, Pune (Firm Registration No.: 101118W) as the Statutory Auditors to hold the office for a period of five years commencing from the conclusion of this Annual General Meeting (AGM) and to fix their remuneration.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2610166	100	2610166	0	100	0
Public- Institutions	E-Voting	2057	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1938897	2	0.0001	02	0	100.0000	0.0000
	Poll		3414	0.1761	3414	0	100.0000	0.0000
	Postal Ballot (if applicable)		1108	0.0571	958	150	86.4620	13.5379
	Total		4524	0.2333	4374	150	96.6844	3.3156
	Total	4551120	2614690	57.4516	2614540	150	99.9943	0.0057



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Date of the AGM/EGM	11-08-2017
Total number of shareholders on record date	10147
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	42
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Vinod Vazhapulli as "Manager of the Company designated as "Chief Executive Officer for a period of three years with effect from January 16, 2017							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		2610166	100	2610166	0	100	0
Public- Institutions	E-Voting	2057	0	0.0000	00	0	0.0000	0.0000
	Poll		0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	00	0	0.0000	0.0000
	Total		0	0	0	0	0	0
Public- Non Institutions	E-Voting	1938897	2	0.0001	02	0	100.0000	0.0000
	Poll		3414	0.1761	3414	0	100.0000	0.0000
	Postal Ballot (if applicable)		1108	0.0571	958	150	86.4620	13.5379
	Total		4524	0.2333	4374	150	96.6844	3.3156
	Total	4551120	2614690	57.4516	2614540	150	99.9943	0.0057



REPORT OF SCRUTINIZER

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

August 11, 2017

To
The Chairman

63rd (Sixty Third) Annual General Meeting (AGM) of the Equity Shareholders of **THE INDIAN CARD CLOTHING COMPANY LIMITED** held on **Friday, August 11, 2017** at **12:00 Noon** at Registered Office of the Company at **Bombay-Poona Road, Penicilin Factory, Pimpri, Pune – 411 018.**

Dear Sir,

Sub.: Consolidated Scrutinizer's Report on e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ('Act') read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and voting through Physical Ballot Forms* (by post or in person* attending the AGM of THE INDIAN CARD CLOTHING COMPANY LIMITED held on Friday, August 11, 2017 at 12:00 noon.

I, Ved Prakash, Designated Partner of S. Anantha & Ved LLP, Practising Company Secretary (ACS:36837; CP: 16986) was appointed as the Scrutinizer by the Board of Directors of **THE INDIAN CARD CLOTHING COMPANY LIMITED** (the 'Company') vide resolution dated May 26, 2017, pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize and report on the electronic voting ('remote e-voting') and the voting through Ballot by the shareholders of the Company in respect of the resolutions proposed to be passed at the **63rd** (Sixty Third) Annual General Meeting of the members of the Company to be held on **Friday, August 11, 2017 at 12:00 noon at the Registered Office of the Company at Bombay-Poona Road, Penicilin Factory, Pimpri, Pune – 411 018,** and I submit my report as under:

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to voting through electronic means ('remote e-voting') and voting by use of ballot by the shareholders on the resolutions proposed in the notice of the **63rd** Annual General Meeting of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the voting process both through electronic means and through ballot are conducted in a fair and transparent manner and submit the consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman on the resolutions, based on the report generated electronically or by voting through ballot.

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

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2. As per the Notice of 63rd Annual General Meeting of the Shareholders and the 'Advertisement' published pursuant to Rule 20 (4) (v) of the Companies [(Management and Administration) Rules, 2014] (Amendment Rules, 2015) on 23rd July, 2017, in "Indian Express" and "Loksatta", the remote e-voting opened at 09.00 a.m. on August 08, 2017 and would remain open until 05.00 p.m. on August 10, 2017.
3. The Shareholders holding the Equity Shares of the Company as on August 04, 2017 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 63rd Annual General Meeting of the Company.
4. The voting by the Shareholders of the Company, who have sent the physical ballot forms upto the closing hours of Thursday, 10th August, 2017 (05.00 p.m. IST) have been considered as valid for the purpose of voting.
5. After the declaration of voting by use of ballot by the Chairman at the meeting, ballot box was locked and kept for voting duly marked by identification mark placed on them. The ballot box subsequently on close of voting hours was opened in the presence of two witnesses who are not the employees of the Company, and ballots received were serially numbered, sorted, signatures verified and were scrutinized and initialed by the scrutinizer. The ballots were reconciled with the records maintained by the Company/ Registrar and Transfer Agents (R&TA) of the Company and the Authorizations / proxies lodged with the Company.
6. The ballots, which were incomplete and / or which were otherwise found defective have been treated as invalid and kept separately.
7. The votes on remote e-voting were unblocked, in the presence of two witnesses who are not the employees of the Company, at around 12.52 p.m. after conclusion of voting at the AGM and the e-voting results / list of Equity Shareholders who voted for and against were downloaded from the e-voting website of Karvy Computershare Private Limited ("**KARVY**") i.e. <https://evoting.karvy.com> and the same are being handed over to the Chairman.

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8. The total votes cast in favour or against for all the resolutions proposed in the Notice of the AGM are as under:

A. Resolution No. 1: Ordinary Resolution

Receive, consider and adopt the Audited Standalone and Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the reports of the Board of Directors and Auditors:

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	26,10,168	99.827
Voting by Ballot at the AGM	34	3,414	0.131
Ballot Form Received through Post	11	1,108	0.042
Total	49	26,14,690	100.000

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by Ballot at the AGM	-	-	-
Ballot Form Received through Post	-	-	-
Total	-	-	-

- (iii) **Invalid** votes:

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

Summary of Total valid votes for Resolution No. 1

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	26,14,690	100.000
Votes against	-	-
Total	26,14,690	100.000

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B. Resolution No. 2: Ordinary Resolution**Declaration of Final Dividend on Equity Shares for the year ended on March 31, 2017:**(i) Voted **in favour** of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	26,10,168	99.827
Voting by Ballot at the AGM	34	3,414	0.131
Ballot Form Received through Post	11	1,108	0.042
Total	49	26,14,690	100.000

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by Ballot at the AGM	-	-	-
Ballot Form Received through Post	-	-	-
Total	-	-	-

(iii) **Invalid** votes:

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

Summary of Total valid votes for Resolution No. 2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	26,14,690	100.000
Votes against	-	-
Total	26,14,690	100.000

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C. Resolution No. 3: Ordinary Resolution

Appointment of Director in place of Mr. Mehul K. Trivedi (DIN:00030481), who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment:

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	26,10,168	99.833
Voting by Ballot at the AGM	34	3,414	0.131
Ballot Form Received through Post	10	958	0.036
Total	48	26,14,540	100.000

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by Ballot at the AGM	-	-	-
Ballot Form Received through Post	1	150	100.000
Total	1	150	100.000

(iii) **Invalid** votes:

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

Summary of Total valid votes for Resolution No. 3

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	26,14,540	99.994
Votes against	150	0.006
Total	26,14,690	100.000

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D. Resolution No. 4: Ordinary Resolution

Appointment of M/s. P. G. Bhagwat, Chartered Accountants, Pune, (Firm Registration No.101118W) as the Statutory Auditors of the Company for a period of five consecutive years commencing from the conclusion of this Annual General Meeting and to fix their remuneration:

i) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	26,10,168	99.833
Voting by Ballot at the AGM	34	3,414	0.131
Ballot Form Received through Post	10	958	0.036
Total	48	26,14,540	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by Ballot at the AGM	-	-	-
Ballot Form Received through Post	1	150	100.000
Total	1	150	100.000

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 4

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	26,14,540	99.994
Votes against	150	0.006
Total	26,14,690	100.000

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E. Resolution No. 5: Special Resolution

Appointment of Mr. Vinod Vazhapulli as "Manager" of the Company designated as "Chief Executive Officer" for a period of three years with effect from January 16, 2017:

(iii) Voted in favour of the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	4	26,10,168	99.833
Voting by Ballot at the AGM	34	3,414	0.131
Ballot Form Received through Post	10	958	0.036
Total	48	26,14,540	100.000

(ii) Voted against the resolution:

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	-	-	-
Voting by Ballot at the AGM	-	-	-
Ballot Form Received through Post	1	150	100.000
Total	1	150	100.000

(iii) Invalid votes:

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

Summary of Total valid votes for Resolution No. 5

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	26,14,540	99.994
Votes against	150	0.006
Total	26,14,690	100.000

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9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of 63rd Annual General Meeting and the same shall be handed over thereafter to the Chairman/ Company Secretary for safe keeping.


Thanking You,


Yours Faithfully,

For **S. ANANTHA & VED LLP**
Company Secretaries**Ved Prakash****Designated Partner**

ACS: 36837; CP: 16986

**Witnesses:**

1. 
Mahesh J. Salpe
S/o. J. L. Salpe
Add: C/o. S. Anantha & Ved LLP
C-316, 3rd Floor, Nirmal Avior - Galaxy
LBS Marg, Mulund (W), Mumbai-80
Occupation: Service

2. 
Haren Gaurade
11/8 Rajesh Nilwas
Dumboli (w)
Service

Counter signed

For **THE INDIAN CARD CLOTHING COMPANY LIMITED****Prashant K Trivedi****Chairman of the 63rd Annual General Meeting****DIN: 00167782**