

NOTICE

NOTICE is hereby given that the Sixty-First Annual General Meeting of the Members of THE INDIAN CARD CLOTHING COMPANY LIMITED will be held at the Registered Office of the Company on Thursday, 6th August, 2015 at 12.00 noon, to transact the following business:

ORDINARY BUSINESS:

01. To receive, consider and adopt the Audited Financial Statements as at 31st March, 2015 (Standalone and Consolidated) together with reports of Directors' and Auditors' thereon;
02. To declare final dividend on equity shares for the year ended on 31st March, 2015.
03. To appoint a Director in place of Mr. Mehul K. Trivedi (DIN: 00030481) who retires by rotation and being eligible, offers himself for re-appointment.
04. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. B.K. Khare & Co., Chartered Accountants, Pune having Firm Registration No. 105102W, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for two financial years, i.e., for the financial year 2015-16 and, subject to ratification by the members at the next Annual General Meeting, for the financial year 2016-17, on such remuneration as shall be fixed by the Board of Directors."

SPECIAL BUSINESS:

05. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) of the Companies Act, 2013 read with the relevant Rules made thereunder and subject to other approvals, as may be applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as "the Board" which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to sell, transfer, lease, mortgage or otherwise dispose off the whole or substantially the whole of the undertakings of the Company or to create any kind of mortgage/charge/hypothecation and/or other encumbrance, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any, created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company wheresoever situate, present and future and such charge to rank either first, *pari-passu* with or second, subsequent, subservient and / subordinate to all mortgages, charges, hypothecations and other encumbrances created/to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks or other Lending Institution(s), and/or to such other persons, if any, from whom the Company has proposed or proposes to borrow from time to time money/sums of moneys of such amount or amounts as the Board may deem fit by way of Term Loans, Cash Credits, Overdrafts, Discounting of Bills, Inter Corporate Deposits, Commercial Papers or such other financial instruments permitted to be used by the appropriate authorities or is in debt (hereinafter referred to as the 'lenders') from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/to be entered into by the Board of the Company.

RESOLVED FURTHER THAT in connection with this Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company to lenders and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached thereto.

RESOLVED FURTHER THAT the Board be and is hereby authorized to finalize and execute with the Lenders/Trustees the requisite agreements, documents, deeds and writings for creating the aforesaid mortgage(s) and/or charge(s)/pledge on such terms and conditions as the Board may consider necessary or expedient in its absolute discretion and to do all such acts, deeds, matters and things and to execute or to authorize any person to execute all such documents, instruments and writings as may be required for giving effect to this resolution."

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06. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company and subject to such approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Mehul Kunjbihari Trivedi as Managing Director of the Company for a period of three years with effect from 1st October, 2014 on such terms and conditions as detailed in the explanatory statement annexed to this notice convening the meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board or any person(s) authorized by the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Mehul Kunjbihari Trivedi, not exceeding the limits specified in Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT notwithstanding anything stated herein, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of such approvals as may be necessary including approval of the Central Government, if necessary, pay to the Managing Director the above-mentioned remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the Statement setting out the material facts annexed to the Notice convening this meeting and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration as may be specified in Section II and Section III of Part II of Schedule V to the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, matters and things as, in its absolute discretion, it may think necessary, expedient or desirable; to settle any question or doubt that may arise in order to give effect to this resolution and to seek such approval/ consent from the government or other persons, as may be required in this regard.”

07. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, Mrs. Sangeeta S. Pandit (DIN: 06748608) in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose candidature of Mrs. Sangeeta S. Pandit for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period upto 11th November, 2019.”

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

Place : Pune
Date : May 22, 2015

Amogh Barve
Company Secretary
Membership No. A33080

Registered Office:
Mumbai – Pune Road,
Pimpri, Pune – 411 018

NOTES:

01. Explanatory Statement, pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the business under Item No. 04 to 07 is annexed hereto.
02. **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 AND A 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 SHAREHOLDER.**
03. Proxies, in order to be effective, must be deposited with the Company at its Registered Office not less than 48 hours before the time fixed for holding the Annual General Meeting.
04. 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 hours before the time fixed for the commencement of the Annual General Meeting. However a prior 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.
05. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 31st July, 2015 to Thursday, 6th August, 2015 (both days inclusive).
06. Members are requested to note the following:
 - a) Members holding shares in physical form are requested to address all their correspondence including change of address to the Company's Registrar and Sharepro Services India Pvt. Ltd., 13 AB, Samhita Warehousing Complex, 2nd Floor, Near Sakinaka Telephone Exchange, Sakinaka, Andheri (E), Mumbai – 400072 and Members holding shares in dematerialized form should approach their respective Depository Participants for the same.
 - b) Quote client ID and DP ID numbers in respect of shares held in dematerialised form and ledger folio number in respect of shares held in physical form in all correspondence with the Company.
07. Members/ Proxies are requested to bring copy of Annual Report and attendance slip duly filled in and hand over the enclosed 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.
08. Corporate members intending to send their authorized representative to attend meeting are requested to send a certified true copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
09. Members holding equity shares in multiple folios in the identical order of names are requested to consolidate their holding into one folio.
10. The dividend, as recommended by the Board, if declared at the Annual General Meeting will paid on or after 6th August, 2015 to those persons or their mandate:
 - a) whose names appear as Beneficial Owners as at the end of the business hours on 30th July, 2015 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 Agents on or before 30th July, 2015.
11. Members holding shares in dematerialized form are requested to intimate any change in their address/name, bank details, ECS Mandates, nominations, power of attorney, etc. to their respective DPs only.
12. Equity Shareholders who have not dematerialized their shareholding are advised to dematerialize the same, to avoid inconvenience in future and to reap benefits of de-materialization.
13. The Notice of 61st Annual General Meeting of the Company dated 22nd May, 2015 ("the AGM Notice") along with the Annual Report 2014-15 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.cardinida.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 at any point of time.

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14. 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.
15. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant 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.
16. All the material documents referred to in the accompanying 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.
17. Additional information, pursuant to Clause 49 of the Listing Agreement executed with the stock exchanges, in respect of directors seeking appointment/re-appointment at the Annual General Meeting is furnished as Attachment – I to the AGM Notice.
18. All unclaimed/unpaid dividend amounts for the financial year 2006-07 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 2007-08 declared on 12th August, 2008 can be claimed by the shareholders on or before 10th September, 2015.

19. **Voting through electronic means:**

Complete details and instructions for e-voting are furnished as Attachment – II to the AGM 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 : May 22, 2015

Annexure to Notice

As required by Section 102 (1) of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under item No. 04 to 07 of the accompanying Notice dated 22nd May, 2015.

Item No. 04

Section 139 of the Companies Act, 2013 ("the Act") and the Rules made thereunder provide that a company can appoint a firm as auditor for maximum two (2) terms of five (5) consecutive years. Further, the Act and the Rules provide a time frame of three (3) years from the date of commencement of the Act, i.e., 3 years from 1st April, 2014 to comply with the requirements of Section 139. Thus, an Audit Firm which has completed its period of 10 years on 1st April, 2014 as Statutory Auditors of the Company can be appointed as Statutory Auditors for a further period of 3 financial years.

As on April 1, 2014 M/s. B. K. Khare & Co., Chartered Accountants (Firm Reg. No. 105102W) already completed term of ten (10) years as Statutory Auditors of the Company and can continue to be the Statutory Auditors of the Company for another period of 3 years from the date of Commencement of the Act. Out of these 3 years, M/s. B.K. Khare & Co., was already appointed as Statutory Auditor of the Company for the financial year 2014-15. The Company can now re-appoint M/s. B. K. Khare & Co. for two (2) more years in this Annual General Meeting thereby completing their aggregate period of 13 consecutive years. Hence, the members are requested to approve the re-appointment of M/s. B. K. Khare & Co., for the financial year 2015-16 and 2016-17. The continuation of the re-appointment for financial year 2016-17 is subject to ratification by the members at the Annual General Meeting in respect of the financial year ending 31st March, 2016.

In this regard, the Company has received a letter from M/s. B. K. Khare & Co. intimating their consent and eligibility to the effect that their re-appointment, if made, will be in accordance with section 141 of the Companies Act, 2013.

The Board recommends the appointment of M/s. B. K. Khare & Co., Chartered Accountants as Statutory Auditors of the Company for the financial years 2015-16 and 2016-17.

None of the Directors and Key Managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise in the above resolution.

Item No. 05

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the members obtained by an ordinary resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

With the coming into force of the Companies Act, 2013, in particular, the provisions of section 180 (1) (a) of the Companies Act, 2013, approval of the members is required to be obtained by means of a special resolution to enable the Board of Directors of the Company to create charge/mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The Company's Bankers require that the resolution be passed authorising the Board of Directors to create charge / mortgage / hypothecation on the Company's assets, both present and future.

Accordingly, it is proposed to pass an enabling special resolution authorizing the Board of Directors to pledge, create/modify charge on the movable and immovable properties of the Company against the credit facilities/loans availed from time to time. The existing and the proposed credit facilities availed/ to be availed (including temporary loans obtained from the Company's Bankers in the ordinary course of business) aggregating to Rs.1,469.25 Lac is much lesser than Rs.7,624.12 Lac which is the aggregate of the paid-up share capital and free reserves of the Company .

None of the Directors and Key Managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise in the above resolution, except to the extent of their shareholding in the Company.

Item No. 06

The Board of Directors of the Company on the recommendation of the 'Nomination and Remuneration Committee' has approved re-appointment Mr. Mehul Kunjibhari Trivedi as the Managing Director of the Company at its meeting held on 29th September, 2014 for a further period of 3 years with effect from 1st October, 2014. Mr. Mehul Kunjibhari Trivedi has been actively involved in the business operations of the Company since 1992 and the Company has grown manifold under his stewardship.

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Under the leadership of Mr. Mehul Kunjbihari Trivedi, the Company started its second unit at Nalagarh, Himachal Pradesh. Due to consistent efforts of Mr. Mehul Kunjbihari Trivedi, the Nalagarh Unit became operational and started contributing to the Company.

Pursuant to the proviso to clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013, if the resolution approving the re-appointment of and remuneration payable to the Managing Director is passed by the members by way of a special resolution, the maximum ceiling on remuneration mentioned above would be doubled. Considering Mr. Mehul Kunjbihari Trivedi's contribution to the Company, it is proposed to pass the resolution as a special resolution for a maximum remuneration up to Rs. 84 Lacs to be paid to him. The Board of Directors has approved the said reappointment on the terms and conditions contained here in below:

a. Salary:

Salary of Rs. 3,00,000/- (Rupees Three lac only) per month with annual increments not exceeding Rs.50,000/- (Rupees Fifty Thousand only) per month as may be approved by the Board of Directors from time to time.

b. Commission and / or Incentive Bonus:

Amount as the Board of Directors of the Company may approve.

c. Perquisites:

In addition to salary and commission, perquisites are as under:

i) Housing:

Furnished residential accommodation or in lieu thereof, house rent allowance per month of 60% of monthly salary in case accommodation is located at Mumbai and 50% of monthly salary otherwise, with free fuel, gas, electricity, water and furnishings or reimbursement of charges thereof.

ii) Medical Reimbursement:

Actual expenses incurred in or outside India for self and family.

iii) Personal Travel:

Travel expenses of self and family in or outside India.

iv) Club Membership Fees:

Fees (including entrance/admission) subject to a maximum of any two clubs.

v) Personal Accident and Health Insurance:

Premium for accident insurance of self and health insurance for self and family.

vi) Provident Fund/Super-annuation Fund/Annuity:

Contribution towards the Company's Provident Fund and Superannuation Scheme, or annuity fund or scheme of any retirement or pension fund or scheme as existing from time to time.

vii) Gratuity:

Benefit under the Company's Gratuity Scheme.

viii) Car:

Free use of car with driver for Company's business as well as for personal use.

ix) Telephone:

Use of cell phone and provision of telephone and other communication facilities at residence.

x) Leave:

On full pay and allowance as per Rules of the Company. Encashment of leave will be permitted as per the Rules. Leave accumulated on expiry/termination of the Agreement will be allowed to be carried forward or encashed. (In the case of encashment of leave at the end of the tenure, the same will not be considered as perquisite)

The following additional information as required by Section II of Part II of Schedule V to the Companies Act, 2013 is given below:

I. General Information:**1) Nature of Industry:**

The Indian Card Clothing Company Limited (ICCCL) is engaged in the manufacture of flexible and metallic card clothing and providing associated services. The Company's manufacturing plants are located at Pimpri (Maharashtra) and Nalagarh (Himachal Pradesh).

The Company offers a range of wires, tops and flexible card clothing for short staple and long staple fibre as well as non-woven application. The card accessories of the Company include web catcher, accurate carding systems and XTRAC systems. The Company has three business segments, namely, card clothing, treasury and realty.

2) Date or expected date of Commencement of Commercial production:

The Company was incorporated on 24th June, 1955 and commenced its commercial production in the same financial year.

3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:

Not Applicable

4) Financial performance based on given indicators - as per audited financial results for the year ended 31st March 2015:

Particulars	Rs. in Lac
Income from Operations	5,854.08
Other Income	1,433.02
Total Expenses	7,570.91
Net Profit / Loss as per Statement of Profit & Loss	(382.80)
Net worth	8,534.34

5) Foreign Investment or collaborations, if any:

Garnett Wire Ltd., UK is a subsidiary of the Company. However, no investment was made in this subsidiary during the Financial Year 2014-15. Further, the Company did not make any collaborations during the Financial Year 2014-15.

II. Information about the appointee**1) Background Details:**

Brief resume giving the background details of Mr. Mehul Kunjbihari Trivedi is provided in Attachment – I to this AGM Notice.

2) Past Remuneration:

The total remuneration (including PF, Gratuity, Superannuation etc.) drawn by Mr. Mehul Kunjbihari Trivedi for the period 1st April, 2013 to 31st March, 2014 was Rs. 47.49 Lac and for the period 1st April, 2014 to 31st March, 2015 it was Rs. 46.80 Lac.

3) Job profile and his suitability:

Mr. Mehul Kunjbihari Trivedi, Managing Director of the Company, is responsible for day-to-day management of the Company, subject to overall supervision, control and direction of the Board of Directors. Taking into consideration his qualifications, experience and expertise, he is best suited for the responsibilities of current assigned role.

4) Remuneration proposed:

Basic salary of Rs. 3,00,000/- (Rupees Three Lac Only) per month with annual increments not exceeding Rs. 50,000/- (Rupees Fifty Thousand only) per month as may be approved by the Board of Directors from time to time.

5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin):

Taking into consideration the size of the Company, the qualifications, experience and expertise of Mr. Mehul Kunjbihari Trivedi, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies.

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- 6) Pecuniary relationship directly or indirectly with the company or relationship with the managerial personnel, if any:

Mr. Mehul Kunjbihari Trivedi is the son of Mr. K. K. Trivedi, the Chairman Emeritus of the Company and brother of Mr. Prashant K. Trivedi, Chairman of the Company.

Besides the sitting fees paid to Mr. K. K. Trivedi, Chairman Emeritus and Mr. Prashant K. Trivedi, Chairman and any commission which may become payable to them and the remuneration proposed to be paid to Mr. Mehul Kunjbihari Trivedi, Mr. Mehul Kunjbihari Trivedi or any of his relatives do not have any other pecuniary relationship with the Company or relationship with the managerial personnel. No commission is proposed to be paid to non-executive directors for the financial year ended 31st March, 2015.

III. Other Information

- i) Reasons for loss or inadequate profits:

During the year under review, the Company earned a total income of Rs. 7,105.06 Lac for the year ended 31st March, 2015 as against Rs. 7,467.33 Lac for the previous year ended 31st March, 2014. The net loss incurred by the Company during the financial year 2014-15 is Rs. 382.80 Lac as against Net Profit of Rs. 236.25 Lac during the previous financial year. The loss incurred during the financial year was mainly on account of reduced sales, increase in raw material cost, increase in manpower cost and increase in depreciation due to change in the method of its calculation pursuant to schedule II of the Companies Act, 2013.

- ii) Steps taken or proposed to be taken for improvement:

Since the above issues have resulted in marginally inadequate profits for the Company, the Company proposes to take the following steps for improvement:

- a) Improvement of operations, in particular to:

- Improve sales and marketing efforts to increase sales volume;
- focus on reducing material cost and overheads;
- bring operational efficiency in line with industry benchmarks; and

- b) Special focus on improving operations at Nalagarh Plant.

- iii) Expected increase in productivity and profits in measurable terms:

After taking improvement steps as stated above, the Company shall be in a position to strengthen its capabilities, as well as address future opportunities in India and other markets of choice. The above measures undertaken are expected to yield positive results and improve the financial performance of the Company in the coming years.

Your Directors recommend Resolution at Item No. 06 as a special resolution for approval of the members.

Mr. Mehul Kunjbihari Trivedi is the son of Mr. K. K. Trivedi, the Chairman Emeritus of the Company and brother of Mr. Prashant K. Trivedi, Chairman of the Company. Apart from Mr. K. K. Trivedi, the Chairman Emeritus, Mr. Prashant K. Trivedi, Chairman and Mr. Mehul Kunjbihari Trivedi himself, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

Item No. 07

Pursuant to the provisions of section 149 of the Companies Act, 2013 every listed company shall have atleast one woman director on its Board of Directors.

Based on the recommendation of the Nomination & Remuneration Committee, Mrs. Sangeeta S. Pandit was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on 12th November, 2014 to hold the office upto the conclusion of the ensuing Annual General Meeting of the Company.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Sangeeta Pandit for her appointment as Independent Director of the Company.

Further, Section 149 (10) of the Companies Act, 2013, *inter alia*, provides that subject to the provisions of Section 152, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company.

It is now proposed to appoint Mrs. Sangeeta S. Pandit as Independent Director of the Company to hold office upto 11th November, 2019 as mentioned in the resolution. Complete details of Mrs. Sangeeta Pandit are provided in Attachment – I to this AGM Notice. The Company would be benefitted by the rich experience of Mrs. Sangeeta Pandit as an Independent Director.

The Company has received a declaration from Mrs. Sangeeta Pandit that she is eligible to get appointed as an "Independent Director" pursuant to section 149(6) of the Companies Act, 2013.

Your Directors recommend Resolution at Item No.07 as an ordinary resolution for approval of the members.

Except Mrs. Sangeeta Pandit, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the above resolution.

All the material documents referred to in Item No. 04 to 07 in the accompanying 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.

ATTACHMENT – I TO THE AGM NOTICE

ADDITIONAL INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Name of the Director	Mr. Mehul Kunjbihari Trivedi	Mrs. Sangeeta Sanjeev Pandit
Director Identification Number (DIN)	00030481	06748608
Date of Birth/Age	July 6, 1962 – 52 Years	October 29, 1958 – 56 Years
Date of Appointment	October 1, 1992	November 12, 2014
Qualifications	Graduated LLB (Hons.) from The London School of Economics.	Chartered Accountant
Brief Resume	Mr. Mehul Kunjbihari Trivedi, a U.K. National, graduated LLB (Hons.) from The London School of Economics is a non-practising Solicitor in the United Kingdom. Prior to joining the Company, Mr. Trivedi practiced as a solicitor in United Kingdom specializing in corporate law (mergers, acquisitions and joint ventures). Mr. Mehul Kunjbihari Trivedi was inducted in the Company as General Manager with effect from 1 st September, 1989 to oversee operations, especially marketing (in India and abroad), production/manufacturing and areas allied thereto. Mr. Mehul Kunjbihari Trivedi has been acting as the Managing Director of the Company since September, 2001.	Mrs. Sangeeta Pandit is a qualified Chartered Accountant and has varied experience in the field of teaching at various Management Institutes. She has also authored various books and publications.
Expertise in specific functional area	Corporate Law (Mergers, Acquisitions and Joint Ventures), General Management	Finance/Accounts/Taxation/ Risk Management
Directorships in other Companies as on the date of appointment	1) ICC International Agencies Limited 2) Garnett Wire Ltd., UK 3) Multi-Act Industrial Enterprises Ltd. 4) Modern Textile Machinery Ltd., Israel 5) Acre Street (India) Private Limited 6) Multi-Act Trade and Investments Pvt. Ltd. 7) Shivraj Sugar and Allied Products Pvt. Ltd.	1) Zee Learn Ltd. 2) Digital Ventures Pvt. Ltd.
Chairperson/Member of the Committees of Director of the Company	Member of the following Committees of the Company : 1) Stakeholders' Relationship Committee 2) Risk Management Committee 3) CSR Committee	Chairperson of Risk Management Committee of the Company.
Chairman/Member of the Committees of other Companies as on the date of appointment	NIL	Member of the Audit Committee of Zee Learn Ltd.
Shareholding in the Company as on the date of appointment as required under Clause 49 (IV) (E) (v)	NIL	NIL

*Alternate directorship and Section 8 Companies and their Committee memberships are excluded from this declaration.

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ATTACHMENT – II TO THE AGM NOTICE

INSTRUCTIONS FOR E-VOTING

01. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
02. The Company has appointed Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS: 4443; CP No.:1925) as Scrutinizer for conducting e-voting process in fair and transparent manner. The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them at the end of business hours on 30th July, 2015.
03. The remote e-voting period commences on 3rd August, 2015 (9:00 am) and ends on 5th August, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30th July, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
04. Members who do not have the access to e-voting facility may send their assent or dissent in writing on the Ballot Form attached with this Notice in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer 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 Wednesday, August 5, 2015 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.
05. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
06. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
07. The instructions for e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - i) Open email and open PDF file viz; "ICC e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - iii) Click on Shareholder – Login
 - iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - vii) Select "EVEN" of "The Indian Card Clothing Company Limited" which is 101926.
 - viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - xii) Institutional shareholders (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 through e-mail to gains108@yahoo.com with a copy marked to evoting@nsdl.co.in

B. In case a Member receives physical copy of the Notice of the Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- i) Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD.
- ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

C. Other Information:

- i) Login to e-voting website will be disabled upon five unsuccessful attempts to key-in the correct password. In such an event, you will need to go through 'Forgot Password' option available on the site to reset the same.
- ii) Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
- iii) Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; www.icicidirect.com for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website www.icicidirect.com. Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.

08. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
09. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
10. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
11. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 30th July, 2015.
12. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 30th July, 2015 may obtain the login ID and password by sending a request at evoting@nsdl.co.in or kumaresan@shareproservices.com.
However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
13. 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 only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
14. The facility for voting through Poll paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
15. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at www.cardindia.com and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

Important Note:

As The Indian Card Clothing Company Limited, being a listed company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility to members in terms of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, voting by show of hands will not be available to the members at the 61st Annual General Meeting in view of the further provisions of Section 107 read with Section 114 of the Act.