

THE INDIAN CARD CLOTHING CO. LTD.

REGISTERED OFFICE : PIMPRI, PUNE-411 018. INDIA.

CIN-L29261PN1955PLC009579



July 26, 2018

To,
The Listing Department,
BSE Limited,
P. J. Towers,
Dalal Street, Mumbai – 400001.

The Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza, C – 1, Block – G,
Bandra – Kurla Complex, Bandra (East),
Mumbai – 400051.

Security ID : INDIANCARD
Security Code : 509692

Symbol : INDIANCARD
Series : EQ

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

This is to inform you that the 64th Annual General Meeting ("AGM") of the Company was held today at the Registered Office of the Company situated at Mumbai – Pune Road, Pimpri, Pune – 411018.

In this regard, please find enclosed the following:

- 1) Voting results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
- 2) Report of the Scrutinizer dated July 26, 2018, pursuant to Section 108 of the Companies Act, 2013 ("Act") and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

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

Kindly take the same on record.

Thanking you.

Yours faithfully,

For The Indian Card Clothing Company Limited

Sial

Jaimeetkaur Sial

Manager (Legal), Company Secretary & Compliance Officer



Encl.: - As mentioned above.

Name of the Company	THE INDIAN CARD CLOTHING COMPANY LIMITED
Date of the AGM / EGM	26-07-2018
Total number of shareholders on record date	9402
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	47
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 - Consideration and adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and the Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll		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	100.0000	0.0000
Public- Institutions	E-Voting	1957	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	0.0000	0.0000
Public- Non Institutions	E-Voting	1938997	160	0.0083	150	10	93.7500	6.2500
	Poll		106520	5.4936	105835	685	99.3569	0.6430
	Postal Ballot (if applicable)		504	0.0260	504	0	100.0000	0.0000
	Total		107184	5.5279	106489	695	99.3516	0.6484
	Total	4551120	2717350	59.7073	2716655	695	99.9744	0.0256



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Public:	47
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 - Consideration and adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the report of the Auditors thereon.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll		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	100.0000	0.0000
Public- Institutions	E-Voting	1957	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	0.0000	0.0000
Public- Non Institutions	E-Voting	1938997	160	0.0083	150	10	93.7500	6.2500
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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 - Appoint a Director in place of Mr. Prashant Trivedi (DIN: 00167782), who retires by rotation and being eligible, offers himself for re-appointment.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
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	100.0000	0.0000
Public- Institutions	E-Voting	1957	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	0.0000	0.0000
Public- Non Institutions	E-Voting	1938997	160	0.0083	150	10	93.7500	6.2500
	Poll		106520	5.4936	105835	685	99.3569	0.6430
	Postal Ballot (if applicable)		504	0.0260	504	0	100.0000	0.0000
	Total		107184	5.5279	106489	695	99.3516	0.6484
	Total	4551120	2717350	59.7073	2716655	695	99.9744	0.0256



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No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	4							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of M/s. P. G. Bhagwat, Chartered Accountants, Pune (Firm Registration No.: 101118W) Statutory Auditors of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	No							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll		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	100.0000	0.0000
Public- Institutions	E-Voting	1957	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	0.0000	0.0000
Public- Non Institutions	E-Voting	1938997	160	0.0083	150	10	93.7500	6.2500
	Poll		106260	5.4802	105725	535	99.4965	0.5034
	Postal Ballot (if applicable)		504	0.0260	504	0	100.0000	0.0000
	Total		106924	5.5145	106379	545	99.4903	0.5097
Total	Total	4551120	2717090	59.7016	2716545	545	99.9799	0.0201



**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]

July 26, 2018

To

The Chairman

64th (Sixty Fourth) Annual General Meeting (AGM) of the Equity Shareholders of THE INDIAN CARD CLOTHING COMPANY LIMITED held on Thursday, July 26, 2018, at 12:00 Noon, at the Registered Office of the Company situated at Mumbai-Pune 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 64th AGM of THE INDIAN CARD CLOTHING COMPANY LIMITED held on Thursday, July 26, 2018 at 12:00 noon.

I, Immaculate Fernandes, Designated Partner of S. Anantha & Ved LLP, Practising Company Secretary (ACS:16540; CP: 17811) was appointed as the Scrutinizer by the Board of Directors of **THE INDIAN CARD CLOTHING COMPANY LIMITED** (the 'Company') vide resolution dated May 29, 2018, 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 64th (Sixty Fourth) Annual General Meeting of the members of the Company to be held on **Thursday, July 26, 2018, at 12:00 noon, at the Registered Office of the Company situated at Mumbai-Pune 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 64th 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)*

[Signature]



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2. As per the Notice of 64th Annual General Meeting of the Member and the 'Advertisement' published pursuant to Rule 20 (4) (v) of the Companies [(Management and Administration) Rules, 2014] (Amendment Rules, 2015) on 01st July, 2018, in "The Indian Express" and "Loksatta", the remote e-voting opened at 09.00 a.m. on Monday, July 23, 2018 and remained open until 05.00 p.m. on Wednesday, July 25, 2018.
3. The Shareholders holding the Equity Shares of the Company as on Thursday, July 19, 2018 viz. the "**cut-off date**", were entitled to vote on the resolutions stated in the Notice of the 64th Annual General Meeting of the Company.
4. The voting by the Members of the Company, who have sent the physical ballot forms upto the closing hours of Wednesday, 25th July, 2018 (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 12.48 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 Financial Statements of the Company for the financial year ended March 31, 2018, together with the reports of the Board of Directors and the Auditors thereon:

- (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	5	26,10,316	96.09
Voting by Ballot at the AGM	28	105,835	3.90
Ballot Form received through post	8	504	0.01
Total	41	27,16,655	100.00

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	10	1.44
Voting by Ballot at the AGM	6	685	98.56
Ballot Form received through post	-	-	-
Total	7	695	100.00

- (iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
3	130

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	27,16,655	99.97
Votes against	695	0.03
Total	27,17,350	100.00

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B. Resolution No. 2: Ordinary Resolution

Receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2018, together with the report of the Auditors thereon:

(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	5	26,10,316	96.09
Voting by Ballot at the AGM	28	105,835	3.90
Ballot Form Received through Post	8	504	0.01
Total	41	27,16,655	100.00

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	10	1.44
Voting by Ballot at the AGM	6	685	98.56
Ballot Form Received through Post	-	-	-
Total	7	695	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
3	130

Summary of Total valid votes for Resolution No. 2

Particulars	Number of votes cast by them	% of total number of valid votes cast
Votes in Favour	27,16,655	99.97
Votes against	695	0.03
Total	27,17,350	100.00

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C. Resolution No. 3: Ordinary Resolution

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

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	5	26,10,316	96.09
Voting by Ballot at the AGM	28	105,835	3.90
Ballot Form received through post	8	504	0.01
Total	41	27,16,655	100.00

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	10	1.44
Voting by Ballot at the AGM	6	685	98.56
Ballot Form received through post	-	-	-
Total	7	695	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
3	130

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	27,16,655	99.97
Votes against	695	0.03
Total	27,17,350	100.00

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[Handwritten Signature]



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D. Resolution No. 4: Ordinary Resolution

Ratification of appointment of the Statutory Auditors of the Company:

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	5	26,10,316	96.09
Voting by Ballot at the AGM	27	1,05,725	3.89
Ballot Form received through post	8	504	0.02
Total	40	27,16,545	100.00

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

Mode of voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-voting	1	10	1.83
Voting by Ballot at the AGM	4	535	98.17
Ballot Form received through post	-	-	-
Total	5	545	100.00

(iii) **Invalid** votes:

Total Number of Members whose votes were declared invalid	Total number of votes cast by them
6	390

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	27,16,545	99.98
Votes against	545	0.02
Total	27,17,090	100.00

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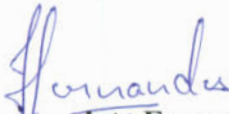
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9. All relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of 64th Annual General Meeting and the same shall be handed over thereafter to the Chairman / Company Secretary for safe keeping.

Thanking You,


Yours Faithfully,


For **S. ANANTHA & VED LLP**
Company Secretaries



Immaculate Fernandes
Designated Partner
ACS:16540; CP: 17811

Witnesses:

1. 
Hareesh Ganmode
A/303 N.B. Villa
Omesh Nagar
Dombivli (W)
421202

2. 
SEKAR IYER.
A-301, SWAPNA SARAR EHS,
MULUND (W), MUMBAI-400080.

Counter signed

For **THE INDIAN CARD CLOTHING COMPANY LIMITED**



Prashant Trivedi
Chairman
DIN:00167782