

THE INDIAN CARD CLOTHING COMPANY LIMITED

REGD. OFFICE : "KATARIYA CAPITAL", A-19, VIDYUT NAGAR SOCIETY, LANE NO. 5, KOREGAON PARK, PUNE 411 001, MAHARASHTRA.
CIN : L29261PN1955PLC009579 GST NO. : 27AAACT6211F1ZO



March 28, 2019

To
The Listing Department,
BSE Limited,
P. J. Towers,
Dalal Street,
Mumbai – 400 001

To
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

Dear Sir / Madam,

Sub.: Declaration of Result of the Postal Ballot under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR")

The Board of Directors had sought the approval of the Shareholders of the Company pursuant to the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 for the following proposal to be passed as Special Resolution by way of Postal Ballot:

1. Continuation of office of Mr. JyoteendraKothary (Director Identification Number- 00015254) as an Independent Director of the Company;
2. Re-appointment of Mr. JyoteendraKothary (Director Identification Number- 00015254) as an Independent Director of the Company, for a second term of 3 (three) consecutive years, commencing from July 31, 2019 to July 30, 2022; and
3. Appointment of Mr. SanjeevkumarKarkamkar (Director Identification Number- 00575970), Non-Executive & Non-Independent Director, as a consultant of the Company.

Mr. Ved Prakash, Practising Company Secretary, (ACS: 36837; CP No.: 16986), Mumbai, was appointed as the Scrutinizer for conducting the Postal Ballot Process and has submitted his report dated March 28, 2019. A copy of the aforesaid report is enclosed for your records.

In terms of Regulation 44 of SEBI LODR, the details of the Resolution passed by the Shareholders by way of Postal Ballot are given below:



Page 1 of 2

Item No.	Particulars	Type of Resolution	Mode of Voting (show of hands/Poll/Postal Ballot/E-Voting)	Remarks
1.	Continuation of office of Mr. JyoteendraKothary (Director Identification Number-00015254) as an Independent Director of the Company	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority
2.	Re-appointment of Mr. JyoteendraKothary (Director Identification Number-00015254) as an Independent Director of the Company, for a second term of 3 (three) consecutive years, commencing from July 31, 2019 to July 30, 2022	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority
3.	Appointment of Mr. SanjeevkumarKarkamkar (DIN: 00575970), Non-Executive & Non-Independent Director, as a consultant of the Company	Special Resolution	Postal Ballot / E-voting	The Resolution was passed with requisite Majority

The Details of physical voting and e-voting in the format prescribed under Regulation 44 of SEBI LODR, along with the Scrutinizers' Report are enclosed herewith for your information and record.

Kindly take the same on record.

Thanking You.

Yours faithfully,

For THE INDIAN CARD CLOTHING COMPANY LIMITED



Sanjeevkumar Karkamkar
Director
DIN : 00575970



Encl.: As above

Company Name	INDIAN CARD CLOTHING CO.LTD.
Date of the AGM/EGM/Postal Ballot	3/28/2019
Total number of shareholders on record date	9197
No. of shareholders present in the meeting either in person or	N.A
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video	0
Promoters and Promoter Group:	0
Public:	0

Resolution required: (Ordinary/ Special)	SPECIAL - Continuation of office of Mr. Jyoteendra Kothary (Director Identification Number – 00015254) as an Independent Director of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll	2610166	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2610166	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1957	0	0.0000	00	0	0.0000	0.0000
	Poll	1957	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1957	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1938997	483	0.0249	419	64	86.7494	13.2505
	Poll	1938997	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1938997	13751	0.7092	13111	640	95.3457	4.6542
Total		4551120	2624400	57.6649	2623696	704	99.9732	0.0268

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Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Jyoteendra Kothary (Director Identification Number – 00015254) as an Independent Director of the Company, for a second term of 3 (three) consecutive years, commencing from July 31, 2019 to July 30, 2022.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll	2610166	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2610166	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1957	0	0.0000	00	0	0.0000	0.0000
	Poll	1957	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1957	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1938997	483	0.0249	419	64	86.7494	13.2505
	Poll	1938997	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1938997	13751	0.7092	13074	677	95.0767	4.9232
Total		4551120	2624400	57.6649	2623659	741	99.9718	0.0282

Resolution required: (Ordinary/ Special)	SPECIAL - Appointment of Mr. Sanjeevkumar Karkamkar (Director Identification Number – 00575970), Non-Executive & Non-Independent Director, as a consultant of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	NO							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	2610166	2610166	100.0000	2610166	0	100.0000	0.0000
	Poll	2610166	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	2610166	0	0.0000	00	0	0.0000	0.0000
Public- Institutions	E-Voting	1957	0	0.0000	00	0	0.0000	0.0000
	Poll	1957	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1957	0	0.0000	00	0	0.0000	0.0000
Public- Non Institutions	E-Voting	1938997	483	0.0249	419	64	86.7494	13.2505
	Poll	1938997	0	0.0000	00	0	0.0000	0.0000
	Postal Ballot (if applicable)	1938997	13751	0.7092	13041	710	94.8367	5.1632
Total		4551120	2624400	57.6649	2623626	774	99.9705	0.0295



Report of Scrutinizer
[Pursuant to Section 110 of the Companies Act, 2013 and the Companies
(Management and Administration) Rules, 2014]

To
The Chairman
The Indian Card Clothing Company Limited
Katariya Capital, A-19, Vidyut Nagar Society
Lane No. 5, Koregaon Park
Pune - 411001

Dear Sir,

Sub: Result of the Postal Ballot conducted to obtain the approval of Shareholders of The Indian Card Clothing Company Limited (the 'Company')

I, Ved Prakash (CP No.:16986), Designated Partner of S. Anantha & Ved LLP, Practising Company Secretaries, (Reg. No. AAH-8829), appointed as the Scrutinizer by the Company for the purpose of Postal Ballot carried out as per Section 108 and 110 of Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 in connection with the passing of the resolution as mentioned in the Notice of Postal Ballot dated February 05, 2019 submit my report as under:

1. The dispatch of Notice dated February 05, 2019, was completed on February 18, 2019;
2. The e-voting period commenced on Monday, February 25, 2019 (09.00 a.m. IST) and ended on Tuesday, March 26, 2019 (05.00 p.m. IST);
3. The last date of receipt of Postal Ballot Form was Tuesday, March 26, 2019 (05.00 p.m. IST);
4. The Shareholders holding the shares as on the "cut-off" date i.e., Friday, February 08, 2019 were entitled to vote on the proposed resolution;
5. 145 Postal Ballot Forms were received and 13 shareholders cast their vote on e-voting platform;

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6. The Postal Ballot Forms were scrutinized and the signatures of the Members who had cast their votes were verified with their specimen signatures registered with RTA as provided by the depositories;
7. There were no instances of voting by both the modes by the same shareholder(s) viz., by way of e-voting and also through physical Postal Ballot Form;
8. At the end of voting period on Tuesday, March 26, 2019 (05.00 p.m. IST), I collected from the office of the RTA all the Postal Ballot Forms received from the Shareholders; and
9. The Report of the Postal Ballot was duly compiled and accordingly the result of Postal Ballot which includes e-voting is as under:

1.Continuation of office of Mr. Jyoteendra Kothary (Director Identification Number – 00015254) as an Independent Director of the Company:

“**RESOLVED THAT** in continuation of approval given by the Members of the Company by an ordinary resolution passed in the Sixtieth Annual General Meeting held on July 31, 2014, and pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, effective from April 1, 2019 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby granted to Mr. Jyoteendra Kothary (Director Identification Number – 00015254) who has attained the age of 84 years, for the continuation of the present tenure as an Independent Director of the Company till his present first term upto July 30, 2019.

RESOLVED FURTHER THAT Mr. Prashant Trivedi – Chairman, Mr. Mehul Trivedi – Director, Mr. Sanjeevkumar Karkamkar – Director and any of the key managerial personnel of the Company, be and are hereby severally authorized to do or cause to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution including filing of necessary forms with the Registrar of Companies, Pune.”

Further, to the scrutiny of the said forms and e-Votes, I hereby certify the following Result of Postal Ballot in connection with the above Special Resolution proposed under the applicable provisions of the Companies Act, 2013:

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Total number of Postal Ballot Forms / e-Votes considered in connection with the passing of the above mentioned Special Resolution:

Sr. No.	Particulars	No. of Postal Ballot Forms (145)/ e-Votes (13)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	137	26,23,696	99.97
B	Votes against the Resolution	13	704	0.03
C	Total Valid Votes (A + B)	150	26,24,400	100.00
D	Invalid votes (signatures not tallied and / or Vote not casted)	8	788	--
	Total (C + D)	158	26,25,188	--

2. Re-appointment of Mr. Jyoteendra Kothary (Director Identification Number – 00015254) as an Independent Director of the Company, for a second term of 3 (three) consecutive years, commencing from July 31, 2019 to July 30, 2022:

“RESOLVED THAT pursuant to the provisions of Sections 149 & 152, read with Schedule IV and any other applicable provisions, if any, of the Companies Act, 2013, the rules thereunder, Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company, the approval of the Members of the Company be and is hereby granted for the re-appointment of Mr. Jyoteendra Kothary (Director Identification Number – 00015254), for a second term of 3 (three) consecutive years, commencing from July 31, 2019 to July 30, 2022, who is currently holding the office as an Independent Director upto July 30, 2019 and in respect on whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing his candidature for the office of Director, as an Independent Director of the Company.

RESOLVED FURTHER THAT Mr. JyoteendraKothary shall not be liable to retire by rotation.

RESOLVED FURTHER THAT Mr. PrashantTrivedi – Chairman, Mr. MehulTrivedi – Director, Mr. SanjeevkumarKarkamkar – Director and any of the key managerial personnel of the Company, be and are hereby severally authorized to do or cause to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution including filing of necessary forms with the Registrar of Companies, Pune.”

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Further, to the scrutiny of the said forms and e-Votes, I hereby certify the following Result of Postal Ballot in connection with the above Special Resolution proposed under the applicable provisions of the Companies Act, 2013:

Total number of Postal Ballot Forms / e-Votes considered in connection with the passing of the above mentioned Special Resolution:

Sr. No.	Particulars	No. of Postal Ballot Forms (145)/ e-Votes (13)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	136	26,23,659	99.97
B	Votes against the Resolution	14	741	0.03
C	Total Valid Votes (A + B)	150	26,24,400	100.00
D	Invalid votes (signatures not tallied and / or Vote not casted)	8	788	--
	Total (C + D)	158	26,25,188	--

3. Appointment of Mr. Sanjeevkumar Karkamkar (Director Identification Number - 00575970), Non-Executive & Non-Independent Director, as a consultant of the Company:

“RESOLVED THAT pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013, read with rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 17(6)(a) and Regulation 17(6)(ca) (effective from April 1, 2019) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and further to the recommendations of the Audit Committee, Nomination and Remuneration Committee and the Board of Directors of the Company, the approval of the Members of the Company be and is hereby accorded for holding of office or place of profit by Mr. Sanjeevkumar Karkamkar (Director Identification Number - 00575970), Non-Executive & Non-Independent Director, as a Consultant of the Company and payment of consulting fees of an amount not exceeding Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) per annum, for the financial years 2018-19 and 2019-20, payable on a monthly / quarterly / yearly basis, in addition to the sitting fees payable to him for attending the meeting of the Board/Committee(s) of the Board of Directors of the Company, as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors based on the Company's performance and the performance of Mr. Sanjeevkumar Karkamkar.

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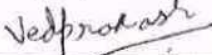
RESOLVED FURTHER THAT Mr. Prashant Trivedi – Chairman, Mr. Mehul Trivedi – Director, and any of the key managerial personnel of the Company, be and are hereby severally authorized to do or cause to do all such acts, deeds, matters and things as may be necessary, proper or expedient, to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution.”

Further, to the scrutiny of the said forms and e-Votes, I hereby certify the following Result of Postal Ballot in connection with the above Special Resolution proposed under the applicable provisions of the Companies Act, 2013:

Total number of Postal Ballot Forms / e-Votes considered in connection with the passing of the above mentioned Special Resolution:

Sr. No.	Particulars	No. of Postal Ballot Forms (145)/ e-Votes (13)	No of Equity Shares	% to Total Votes
A	Votes in favour of the Resolution	136	26,23,626	99.97
B	Votes against the Resolution	14	774	0.03
C	Total Valid Votes (A + B)	150	26,24,400	100.00
D	Invalid votes (signatures not tallied and / or Vote not casted)	8	788	--
	Total (C + D)	158	26,25,188	--

For S. ANANTHA & VED LLP
Company Secretaries


Ved Prakash
Designated Partner
CP No.:16986



Date : March 28, 2019
Place : Mumbai

Countersigned by

Sanjeevkumar Karkamkar
Authorized Person

The Indian Card Clothing Company Limited

