THE INDIAN CARD CLOTHING COMPANY LIMITED
CORPORATE OFFICE : 1ST FLOOR, PLOT NO. 265, MIDC SECTOR NO. 10, MIDC - BHOSARI, PUNE 411 026, MAHARASHTRA, INDIA
TEL. : +91-20-61326700, FAX : +91-20-61326731
CIN : L29261PN1955PLC009579 GST NO. : 27AAACT6211F1ZO

March 19, 2020

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

Symbol : INDIANCARD
Series : EQ

Madam / Sir,

SUB : Submission of Annual Report for the year ended March 31, 2019 under Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 through 'Annual Report Module' of NEAPS

REF : Your e-mail dated March 17, 2020 on the captioned subject

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With reference to the captioned subject, we would like to inform you that the Company has already submitted its Annual Report for the year ended March 31, 2019 on July 6, 2019 through 'Announcement Module' of NEAPS.

However, as advised by you in your above-referred e-mail dated March 17, 2020, we are once again submitting herewith Annual Report of the Company for the year ended March 31, 2019 through 'Annual Report Module' of NEAPS.

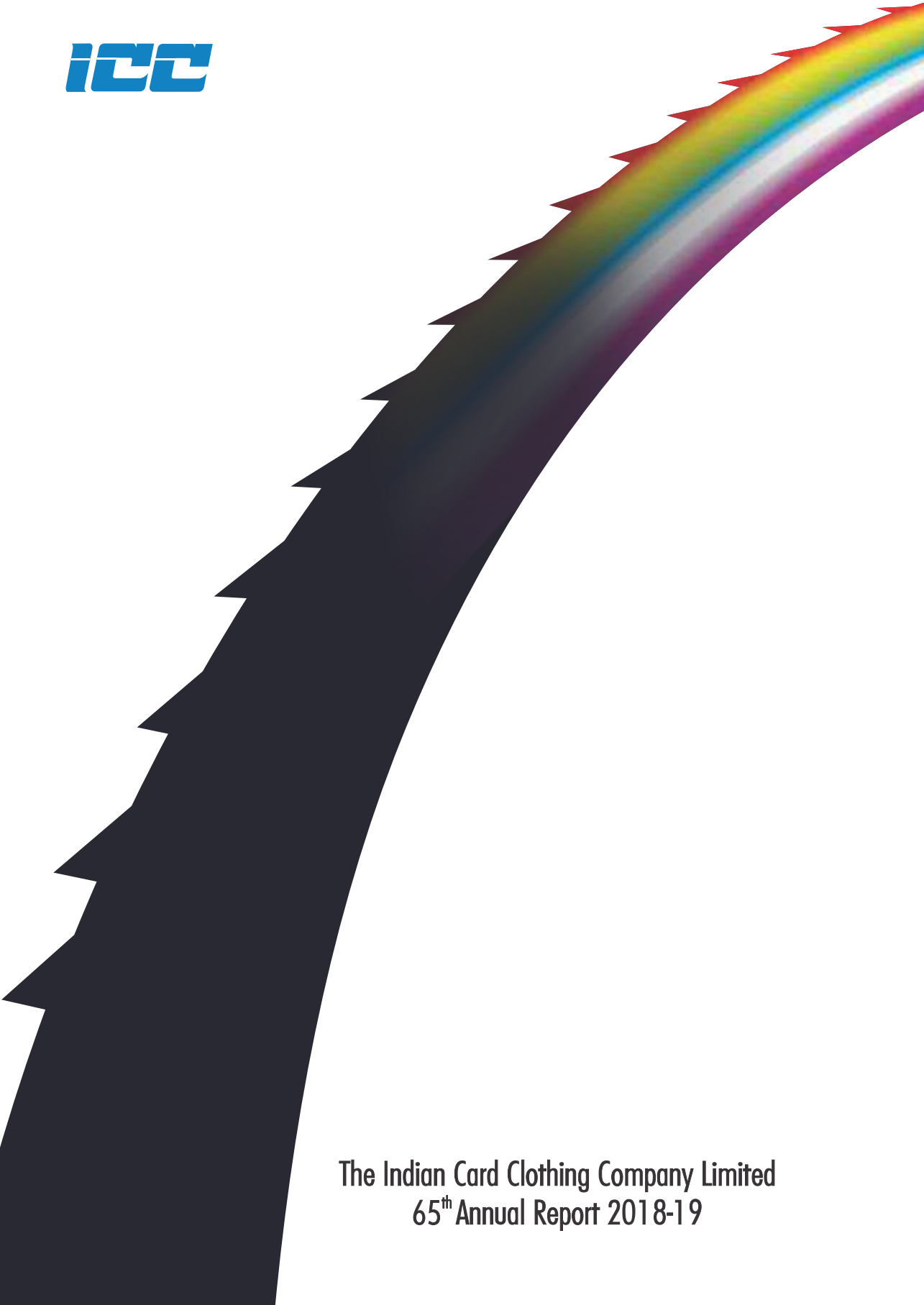
Kindly take the same on record.

Thanking you,

Yours faithfully,
For The Indian Card Clothing Company Limited

Amogh Barve
Company Secretary and Head Legal & Corporate Affairs
Membership No. : A33080

Encl.: Annual Report for the year ended March 31, 2019



The Indian Card Clothing Company Limited

65th Annual Report 2018-19

FINANCIAL DATA SUMMARY

(₹ in Lakh)

Sr. No.	Particulars for the year ended	Ind AS			IGAAP		
		31-Mar-19	31-Mar-18	31-Mar-17	31-Mar-16	31-Mar-15	31-Mar-14
	STATEMENT OF PROFIT AND LOSS						
1	**Card Clothing Sales (Net of Excise duty)**	3,864.10	5,231.42	4,519.10	5,760.93	5,854.08	6,052.59
	Includes Export	1,002.73	1,586.73	1,045.55	1,456.74	1,433.02	1,412.25
2	**Other Income**						
	Dividend & Interest	126.61	189.95	668.38	161.52	86.39	64.36
	Profit / (Loss) on Sale of Investment	170.26	139.91	397.03	(65.31)	92.79	397.74
	Profit on Sale of Assets	0.42	-	1,831.82	1,931.31	14.80	14.42
	Rent and other operating Income	763.13	686.75	632.87	814.69	929.17	852.99
	Others	14.23	220.92	21.27	7.77	128.43	59.57
	Total	**1,074.65**	**1,237.53**	**3,551.37**	**2,849.98**	**1,251.58**	**1,389.08**
3	Material Cost including stock change	(1,874.55)	(2,081.20)	(1,609.40)	(2,073.86)	(2,228.48)	(2,390.76)
	Material Cost to Net Sales %	(48.51%)	(39.78%)	(35.61%)	(36.00%)	(38.07%)	(39.50%)
4	Staff Cost	(1,521.23)	(2,426.04)	(1,894.41)	(1,866.19)	(2,118.76)	(1,740.37)
5	Other Expenses	(2,762.43)	(2,173.41)	(2,016.27)	(2,176.35)	(2,100.07)	(2,109.47)
6	Depreciation	(404.13)	(517.31)	(606.00)	(740.21)	(1,011.68)	(742.32)
7	Interest	(260.38)	(241.37)	(183.86)	(80.73)	(111.92)	(149.61)
8	**Profit Before Exceptional Items and Tax**	**(1,883.97)**	**(970.77)**	**1,760.17**	**1,673.21**	**(465.63)**	**308.75**
9	Exceptional item , VRS Payment	-	**(1,302.30)**	-			
10	**Profit Before Tax**	**(1,883.97)**	**(2,273.07)**	**1,760.17**	**1,673.21**	**(465.63)**	**308.75**
11	Current & Deferred Tax	(83.36)	491.54	(307.99)	(313.36)	82.45	(72.89)
12	**Profit After Tax**	**(1,967.33)**	**(1,781.53)**	**1,452.18**	**1,359.85**	**(383.18)**	**235.86**
13	Earning Per Share Rs.	(43.23)	(39.14)	31.91	29.89	(8.41)	5.19
14	Divedend Per Share Rs.	-	-	12.00	14.50	2.50	3.00
	BALANCE SHEET						
15	**Fixed Assets**						
	Gross Block	11,421.17	11,315.07	11,308.94	11433.08	12,142.73	12,012.48
	Depreciation	(8,110.33)	(7,716.19)	(7,219.97)	(6,705.10)	(6,171.85)	(5,264.68)
	Net Block	**3,310.84**	**3,598.88**	**4,088.97**	**4,727.98**	**5,970.88**	**6,747.80**
16	Investments	2,868.38	6,621.50	6,470.49	5,202.02	2,678.00	2,883.08
17	Other Current and non Current Assets	3,715.87	3,512.53	3,389.18	1,558.24	2,017.28	1,963.18
18	Less : Current and non Current liabilities and Provisions	(2,841.52)	(4,778.01)	(2,825.64)	(1,749.27)	(946.80)	(1,187.12)
19	**Net Current and Non Current Assets**	874.35	(1,265.48)	563.54	(191.03)	1,070.48	776.06
20	Deferred Tax	472.51	548.76	43.79	118.34	84.23	1.68
	APPLICATION OF FUNDS	**7,526.08**	**9,503.66**	**11,166.79**	**9,857.31**	**9,803.59**	**10,408.62**
21	Share Capital	455.11	455.11	455.11	455.11	455.11	455.11
22	Reserves & Surplus	5,875.20	7,862.76	9,780.65	8,644.42	8,079.23	8,599.11
23	Borrowings	1,195.77	1,185.79	931.03	757.78	1,269.25	1,354.40
	SOURCES OF FUNDS	**7,526.08**	**9,503.66**	**11,166.79**	**9,857.31**	**9,803.59**	**10,408.62**

Note : FY 2017 and 2018 figures are restated as per IND AS where as numbers for FY 2014 to 2016 are as per Indian GAAP.

THE INDIAN CARD CLOTHING COMPANY LIMITED

DIRECTORS

PRASHANT TRIVEDI	Chairman
MEHUL TRIVEDI	Deputy Chairman
JYOTEENDRA KOTHARY	Director
SUDHIR MERCHANT	Director
SANGEETA PANDIT	Director
DARSHAN BHATIA	Director
SANJEEVKUMAR KARKAMKAR	Director

AUDITORS

M/s. P.G. Bhagwat,
Suites 101 – 102, 'Orchard',
Dr. Pai Marg, Baner,
Pune – 411 045.

SOLICITORS

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

BANKERS

Corporation Bank
HDFC Bank Limited

MANAGEMENT TEAM

Alok Misra	Chief Executive Officer
Kishor Makwana	Chief Financial Officer
Prasad Mahale	Vice President (Sales & Marketing)
Vikul Shaunak	Vice President (Operations – Nalagarh)
Yogesh Deshpande	Vice President (SCM & Materials)
Vishal Upadhye	Head – Human Resource
Amogh Barve	Company Secretary and Head Legal - & Corporate Affairs

ANNUAL GENERAL MEETING

Monday, July 29, 2019, 12:00 noon
at Sumant Moolgaonkar Auditorium,
Ground Floor, A Wing, MCCIA Trade Tower,
Senapati Bapat Road, Pune – 411 016,

REGISTERED OFFICE

“Katariya Capital”, A-19,
Vidyut Nagar Society,
Lane No. 5, Koregaon Park,
Pune - 411001
Phone : +91 20 67436700
E-mail: investor@cardindia.com
Website: www.cardindia.com

REGISTRAR AND TRANSFER AGENT

Karvy Fintech Private Limited
Karvy Selenium, Tower B,
Plot No. 31 & 32, Gachibowli,
Financial District, Nanakramguda,
Serilingampally,
Hyderabad – 500 032.
Phone: +91 40 67162222
Fax: +91 40 23420814
E-mail: einward.ris@karvy.com

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NOTICE

NOTICE is hereby given that the Sixty Fifth Annual General Meeting of the members of THE INDIAN CARD CLOTHING COMPANY LIMITED will be held on Monday, July 29, 2019, at 12:00 noon, at Sumant Moolgaonkar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, Senapati Bapat Road, Pune - 411 016, Maharashtra to transact the following business:

ORDINARY BUSINESS:

1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon.

2) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.

3) To appoint a Director in place of Mr. Mehul Trivedi (DIN: 00030481), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

4) To consider, and, if thought fit, pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Sanjeevkumar Karkamkar (DIN: 00575970), who was appointed as an Additional Director of the Company with effect from July 29, 2018, be and is hereby appointed as a Director of the Company liable to retire by rotation.

   RESOLVED FURTHER THAT the Board (including a Committee) 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; in this regard."

5) To consider, and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

   "RESOLVED THAT pursuant to Section 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as per Regulations 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Darshan Bhatia (DIN: 08257246), who was appointed as an Additional Director of the Company on October 30, 2018, be and is hereby appointed as an Independent Director of the Company not liable to retire by rotation to hold office upto October 29, 2023.

   RESOLVED FURTHER THAT the Board (including a Committee) 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 as may be required in this regard."

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

   "RESOLVED THAT pursuant to Section 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s) or re-enactment thereof for the time being in force and as per Regulations 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee of the Company, Dr. Sangeeta Pandit (DIN: 06748608), who was appointed as an Independent Director of the Company on November 12, 2014, and whose term of appointment expires on November 11, 2019, be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation for a period of five years commencing from November 12, 2019 and ending on November 11, 2024.

   RESOLVED FURTHER THAT the Board (including a Committee) 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 as may be required in this regard."

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

   "RESOLVED THAT pursuant to Section 149 and Section 152, read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, including any statutory modification(s)

or re-enactment thereof for the time being in force and as per Regulations 16(1)(b), 17 and 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and on the recommendation of the Nomination and Remuneration Committee of the Company, Mr. Sudhir Merchant (DIN: 00033406), who was appointed as an Independent Director of the Company on July 31, 2014, and whose term of appointment expires on July 30, 2019, be and is hereby reappointed as an Independent Director of the Company not liable to retire by rotation for a period of five years commencing from July 31, 2019 and ending on July 30, 2024.

RESOLVED FURTHER THAT the Board (including a Committee) 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 as may be required in this regard."

8) To consider, and, if thought fit, to pass the following resolution as **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections, 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Companies Act, 2013, the Articles of Association (AOA) of the Company, the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, the approval of the members of the Company be and is hereby accorded to the appointment of Mr. Alok Misra as "Manager" (Whole-time Key Managerial Personnel) of the Company designated as "Chief Executive Officer" for a period of three years with effect from May 7, 2019 on such remuneration and terms and conditions as are detailed in the explanatory statement annexed to this notice convening the 65th Annual General meeting of the company with a liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include committee) to alter and vary the terms and conditions of the said appointment and/or remuneration which may be acceptable to Mr. Alok Misra.

RESOLVED FURTHER THAT notwithstanding anything stated herein, where in any financial year during the tenure of the Manager, the Company has no profits or its profits are inadequate, the Company may pay to the Manager as the minimum remuneration as specified in the Explanatory Statement setting out the material facts annexed to the Notice convening this meeting.

RESOLVED FURTHER THAT the Board (including a Committee) 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 as may be required in this regard."

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

Place : Mumbai
Date : May 24, 2019

Amogh Barve
Company Secretary and Head Legal & Corporate Affairs
(Membership No. : A33080)

NOTES:

1) The Statement pursuant to Section 102 of the Companies Act, 2013, ("the Act") setting out material facts in respect of Item Nos. 4 to 8 is annexed hereto. The relevant details as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), of persons seeking appointment / re-appointment as Directors are provided in the Attachment I to this Notice.

2) Pursuant to SS-2 i.e. Secretarial Standard on General Meetings as issued by the Institute of Company Secretaries of India, the route map for reaching the meeting venue showing the prominent landmarks is attached to this Notice.

3) M/s. P. G. Bhagwat, Chartered Accountants, Pune (Firm Registration No.: - 101118W), were appointed as the Statutory Auditors of the Company to hold the office for a period of five (5) consecutive years commencing from the conclusion of the 63rd Annual General Meeting held on August 11, 2017, subject to ratification by the members at every Annual General Meeting. Further, pursuant to the notification of certain sections of the Companies (Amendment) Act, 2017, with effect from May 7, 2018, the requirement of ratification of the Statutory Auditors by the members is no longer required. Hence, the resolution proposing the ratification has not been sought this year.

4) **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND SUCH 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 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A PERSON HOLDING MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR MEMBER.**

5) The instrument appointing the proxy, in order to be effective, must be deposited with the Company at its Registered Office duly filled, stamped and signed not less than forty-eight (48) hours before the commencement of the meeting.

6) Proxies are requested to bring their valid photo identity proof at the meeting.

7) Every member entitled to vote at the meeting of the Company can inspect the proxies lodged at the Company at any time during the business hours of the Company during the period beginning twenty-four (24) hours before the time fixed for the commencement of the meeting. However, a notice of not less than three (3) days in writing of the intention to inspect the proxies lodged shall be required to be provided to the Company.

8) The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, July 23, 2019 to Monday, July 29, 2019 (both days inclusive).

9) Members are requested to note the following:

   a) Members holding shares in physical form are requested to intimate any change in their address, name, bank details, ECS Mandates, nominations, power of attorney, etc. to the Company's Registrar and Transfer Agent, Karvy Fintech Private Limited [Previously Karvy Computershare Private Limited] (Attention – Mr. Anil Dalvi), Karvy Selenium, Tower B, 7th Floor, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Telephone – +91-40-67162222, E-mail ID - einward.ris@karvy.com.

   b) Members holding shares in physical form are requested to consider converting their share certificates into dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company's Registrar and Transfer Agent for any assistance in this regard.

   c) 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 Depository Participants (DPs) only. Quote their registered folio number in case of shares in physical form and DP ID & Client ID in respect of shares held in dematerialized form, in all the correspondence with the Company.

10) Members / proxies are requested to bring their copy of the Annual Report and attendance slip duly filled in and handover the attendance slip, duly signed in accordance with their specimen signature(s) registered with the

Company for admission to the meeting hall. Members who hold shares in dematerialized form are requested to bring their DP ID & Client ID.

11) Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified true copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.

12) Members holding equity shares in multiple folios in the identical order of names are requested to consolidate their holdings into one folio by directing all correspondence to the Registrar and Transfer Agent of the Company.

13) Members can avail of the nomination facility by filing Form SH – 13, as prescribed under Section 72 of the Companies Act, 2013 ("the Act") and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, with the Company. Blank forms will be supplied on request.

14) Any query relating to financial statements must be sent to the Company's Registered Office at least seven (7) days before the date of the meeting.

15) The Company has during the financial year 2018-19, transferred unclaimed dividend declared for the financial year 2010-11 and in respect of interim dividend paid for the financial year 2011-12 to the Investors Education and Protection Fund (IEPF).

16) Those members who have so far not encashed their dividend warrants in respect of the final dividend for the financial year 2011-12 onwards, may approach the Registrar and Transfer Agent (RTA) of the Company i.e., Karvy Fintech Private Limited [previously known as Karvy Computershare Private Limited] (Attention – Mr. Anil Dalvi), Karvy Selenium, Tower B, 7th Floor, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad – 500032, Telephone – +91-40-67162222, E-mail ID - einward.ris@karvy.com, for making their claim without any further delay as the said unpaid dividends will be transferred to the IEPF pursuant to the provisions of the Act. Further, the Ministry of Corporate Affairs has notified new rules, namely "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016" which have come into force from September 7, 2016. The said Rules, amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven (7) consecutive years in the name of IEPF Suspense Account. The details of unpaid / unclaimed dividend and number of shares liable to be transferred are available on our website i.e. www.cardindia.com.

17) Members are requested to note that no claim shall lie against the Company in respect of any dividend amount which was unpaid / unclaimed for a period of seven (7) years and transferred to the IEPF. However, members may claim from the IEPF Authority, both unclaimed dividend amount and the shares transferred to IEPF Suspense Account as per the applicable provisions of the Act and rules made thereunder.

18) The dividend for the financial year ended March 31, 2012 which remains unclaimed for a period of seven (7) years, becomes due for transfer on 13th September, 2019 to the IEPF. Members who have not claimed their dividend for the above-mentioned years are requested to send their claim to the RTA, at the earliest.

19) This Notice of the 65th Annual General Meeting of the Company dated May 24, 2019 ("the Notice") along with the Annual Report 2018-19 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company / Depositories. The same has also been uploaded on the website of the Company, i.e. www.cardindia.com. It is hereby clarified that the members shall still be entitled to receive physical copies through permitted mode by making a specific request for the same by writing to the Company or to the Registrar and Transfer Agent of the Company mentioning their DP ID & Client ID.

20) **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.**

21) The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their DP with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Registrar and Transfer Agent.

22) All the material documents referred to in the Notice shall be open for inspection by the members at the Registered Office of the Company on all working days from 10:00 a.m. to 12:00 noon up to the date of the meeting.

23) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act will also be available for inspection by the members at the meeting.

24) The Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Act will also be available for inspection by the members at the meeting.

25) Voting through electronic means:

Pursuant to the provisions of Section 108 of the Act, the rules made thereunder and Regulation 44 of the Listing Regulations, the Company is providing an option to the members to exercise their right to vote by electronic means (remote e-voting). Complete details and instructions for remote e-voting are furnished as Attachment – II to the Notice. These details form an integral part of the Notice.

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

Place : Mumbai
Date : May 24, 2019

Amogh Barve
Company Secretary and Head Legal & Corporate Affairs
(Membership No. : A33080)

Annexure to the Notice

As required by Section 102(1) of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statement sets out material facts relating to the special business mentioned under Item No. 4 to 8 of the Notice dated May 24, 2019.

Item No. 4

Mr. Sanjeevkumar Walchand Karkamkar (DIN: 00575970), aged 62 years, was appointed as an Additional Director of the Company on July 29, 2018, to hold office till the date of the ensuing Annual General Meeting.

Mr. Karkamkar holds a Bachelor's Degree in Commerce. He has experience of about 40 years in the field of accounts, taxation and finance. His expertise extends to financial management as well as accounting solutions. Mr. Karkamkar is associated with the Indian Card Clothing Company's (ICC) other group companies for several years.

Considering his expertise and experience, the Board of Directors on the recommendation of the Audit Committee and Nomination and Remuneration Committee appointed Mr. Karkamkar as a consultant of the Company for the financial years 2018-19 and 2019-20 for a consulting fee not exceeding Rs. 25,00,000/- (Rupees Twenty-Five Lakhs Only) per annum as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors based on the Company's performance and his performance. His appointment as consultant of the Company was approved by the shareholders of the Company vide special resolution passed through Postal Ballot on March 26, 2019.

With his appointment as an Additional Director, his contributions in providing effective financial management and accounting solutions to the Company and its implementations have been beneficial to the Company. An ordinary resolution for his appointment as Director of the Company has been proposed in this Annual General Meeting for the approval of members.

He is a member of Nomination and Remuneration Committee and Stakeholders' Relationship Committee of the Company.

In addition to the Directorship with the company, Mr. Karkamkar holds position of Director in following companies:

1. Multi-Act Construction Private Limited
2. Multi-Act Trade And Investments Private Limited
3. Multi-Act Equity Consultancy Private Limited
4. Acre Street (India) Private Limited
5. Multi Act Realty Enterprises Private Limited
6. Shivraj Sugar and Allied Products Private Limited

He is a Nominee Director in ICC International Agencies Limited, nominated by the Company.

Mr. Karkamkar does not hold any shares of the Company himself or through his relatives. Mr. Karkamkar is not related to any Director of the Company or Key Managerial Personnel of the Company or relatives of Directors or Key Managerial Personnel.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 4, except to the extent of their shareholding, if any, in the Company.

Item No. 5

Mr. Darshan Vijaysinh Bhatia (DIN: 08257246), aged 49 years, was appointed as Additional Independent Director of the Company with effect from October 30, 2018 to hold office till the date of the ensuing Annual General Meeting.

Mr. Bhatia, holds Bachelor's Degree in Engineering from Dartmouth College, USA. He was a partner in Frizair Corporation, Hyderabad from year 1992 to 2005. He is the owner of DVB Design & Engineering – India's leading manufacturer of Metal Stamping Dies with a niche in Progressive Dies.

He has expertise in Mechanical and Electrical Engineering, specifically Metal Stamping, Machining, Machine Design, Special Purpose Machines, Injection Moulding, Appliance Design and Manufacture, Plant Layout and an assortment of related technologies.

With his appointment as Additional Director, his expertise and extensive knowledge have contributed in the development of the Company's future business plans.

As per the provisions of the Companies Act, 2013, the appointment of independent director of the Company requires approval of the shareholders at the General meeting. Accordingly, it is proposed to approve the appointment of Mr. Bhatia as an Independent Director not liable to retire by rotation at the 65th Annual General Meeting to hold office upto October 29, 2023.

Mr. Bhatia does not hold position of Director in any other company apart from The Indian Card Clothing Co. Ltd.

He does not hold any shares of the Company himself or through his relatives.

Considering Mr. Bhatia's expertise and experience, the Board of Directors is of the view that appointment of Mr. Bhatia will benefit the Company. An ordinary resolution for his appointment as an Independent Director of the Company has been proposed in this 65th Annual General Meeting for the approval of members.

Mr. Bhatia is not related to any Director of the Company or Key Managerial Personnel of the Company or relatives of Directors or Key Managerial Personnel. Mr. Bhatia will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the office of an independent Director may carry.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 5, except to the extent of their shareholding, if any, in the Company.

Item No. 6

Dr. Sangeeta Sanjeev Pandit (DIN: 06748608), aged 60 years, was appointed as an Independent Director of the Company in the Annual General Meeting of the Company held on August 6, 2015 to hold office for a period upto November 11, 2019.

Dr. Pandit is a qualified Chartered Accountant and has varied experience in the field of teaching in various Management Institutes. She has also authored various books and publications.

In addition to the Directorship with the company, Dr. Pandit holds position of Director in following companies:

1. Zee Learn Limited.
2. MT Educare Limited.
3. Essel Finance Business Loans Limited.
4. Digital Ventures Private Limited.

Dr. Pandit does not hold any shares of the Company herself or through her relatives.

Considering her expertise and experience, and based on the recommendation of the Nomination and Remuneration Committee of the Company, it is proposed to reappoint Dr. Pandit for a further term of five years as an Independent Director of the Company. The Company would be benefitted by the rich experience of Dr. Pandit.

Accordingly, it is proposed to approve the reappointment of Dr. Pandit as an Independent Director for a period of five years commencing from November 12, 2019 and ending on November 11, 2024, not liable to retire by rotation. As per the provisions of the Companies Act, 2013, the reappointment of an independent director of the Company requires approval of the members by special resolution. Hence, a special resolution is proposed at Item No.6 of the Notice.

Dr. Pandit is not related to any Director of the Company or Key Managerial Personnel of the Company or relatives of Directors or Key Managerial Personnel.

Dr. Pandit will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the office of an independent Director may carry.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 6, except to the extent of their shareholding, if any, in the Company.

Item No. 7

Mr. Sudhir Ajitkumar Merchant (DIN: 00033406), aged 65 years, was appointed as an Independent Director of the Company in the Annual General Meeting of the Company held on August 6, 2015 to hold office for a period upto July 30, 2019.

Mr. Sudhir Merchant graduated from Sydenham College of Commerce & Economics and Master of Management Studies (MMS) from Jamnalal Bajaj Institute of Management Studies (Mumbai University). Mr. Merchant is an Industrialist and has experience in various companies of initiating greenfield projects as well as dealing with foreign joint venture partners. He possesses more than 25 years of experience in the field of business management. He is on the Board of several Companies and is a Member of Young Presidents' Organization. He has traveled extensively in India and abroad.

In addition to the Directorship with the company, Mr. Merchant holds position of Director in following companies:

1. TCPL Packaging Limited.
2. Gum Manufactureres' Association of India.
3. Rudolf Atul Chemicals Limited.
4. Encore Natural Polymers Private Limited
5. Saidarshan Business Centres Private Limited
6. Indiaventure Advisors Private Limited

Mr. Merchant does not hold any shares of the Company himself or through his relatives.

Considering his expertise and experience, based on the recommendation of the Nomination and Remuneration Committee of the Company, it is proposed to reappoint Mr. Merchant for a further term of five years as an Independent Director of the Company. The Company would be benefitted by the rich experience of Mr. Merchant.

Accordingly, it is proposed to approve the reappointment of Mr. Merchant as an Independent Director for a period of five years commencing from July 31, 2019 and ending on July 31, 2024, not liable to retire by rotation. As per the provisions of the Companies Act, 2013, the reappointment of an independent director of the Company requires approval of the members by special resolution. Hence, a special resolution is proposed at Item No.7 of the Notice.

Mr. Merchant is not related to any Director of the Company or Key Managerial Personnel of the Company or relatives of Directors or Key Managerial Personnel.

Mr. Merchant will be deemed to be concerned or interested in the proposed resolution to the extent of the remuneration that the office of an independent Director may carry.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise in the resolution set out at Item No. 7, except to the extent of their shareholding, if any, in the Company.

Item No. 8

Mr. Vinod Vazhapulli, Manager of the Company designated as “Chief Executive Officer” resigned from the services of the Company with effect from December 31, 2018.

In view of the resignation of Mr. Vinod Vazhapulli, the Board of Directors of the Company, on the recommendation of the Nomination and Remuneration Committee and subject to approval of the members in a General Meeting, approved appointment Mr. Alok Misra as Manager (Whole-time Key Managerial Personnel) designated as “Chief Executive Officer” of the Company under the provisions of the Companies Act, 2013 at its meeting held on May 6, 2019 for a period of 3 years commencing from May 7, 2019 (“term”).

Background details of Mr. Alok Misra, the remuneration payable to him, the terms and conditions of his appointment and other details related to the appointment of the Manager required to be stated in the explanatory statement to the AGM Notice pursuant to the provisions of Secretarial Standard 2 (SS-2), are provided under additional information furnished below as required by Section II of Part II of Schedule V to the Companies Act, 2013.

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 (ICC) is engaged in the manufacturing of flexible and metallic card clothing and providing associated services. The Company's manufacturing plant is located at 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 clothing accessories of the Company include web catcher, accura carding systems and XTRAC systems. The Company has two business segments, namely, Card Clothing 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 March 31, 2019:

Particulars	₹ in Lakhs
Income from Operations	4,627.23
Other Income	311.52
Total Expenses	6,822.73
Net Profit (Loss) after tax as per statement of Profit & Loss	(1,967.36)
Net worth	6,330.30

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 2018-19. Further, the Company did not make any collaborations during the Financial Year 2018-19.

II. Information about the appointee

1) Background Details:

Brief resume giving the background details of Mr. Alok Misra is as given below:

Mr. Alok Misra is a B. Tech (Chem) from Harcourt Butler Kanpur and has to his credit long experience of 30 years of working in various positions and roles in operations across the automotive, engineering and consumer durable and appliances sectors. He has good exposure in devising and implementing New Customer Acquisition Processes, Business Development, Strategic Sourcing, Safety & LEAN Operations, Quality Management System and Cost reduction strategies.

Prior to joining the Company, Mr. Misra's last employment was with Polycab India Limited, a company engaged in the manufacturing of electrical equipments and products, for a period of two years wherein he was President Operations for one year and then served as Executive President Manufacturing (Cables & Wires). Before Polycab India Limited, he had a tenure of around four years with Franke Faber India Limited as Senior Director - Operations.

Mr. Misra has served as Chief Operating Officer (COO) of Tata Toyo Radiators Limited for a period of about four years. He has also worked with Tata AutoComp Systems Limited, Interiors & Plastics Division and Mahindra Hinoday as DGM Manufacturing and GM Manufacturing respectively. Mr. Misra also served a long tenure of around thirteen years with Bajaj Auto Limited Aurangabad as Section Manager.

2) **Past Remuneration/ Last remuneration drawn from the Company:**

Not applicable

3) **Job Profile and his suitability:**

Mr. Alok Misra, Manager (Whole-time Key Managerial Personnel) designated as "Chief Executive Officer" (CEO) under the provisions of the Companies Act, 2013, 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 qualification, experience and expertise, he is best suited for the responsibilities of current assigned role.

4) **Remuneration proposed:**

Mr. Alok Misra shall be entitled to a total remuneration of Rs. 84,00,000/- (Rupees Eighty-Four Lakhs only) per annum for the period commencing from the date of his appointment, i.e., from May 7, 2019 upto July 31, 2019.

With effect from August 1, 2019, Mr. Alok Misra shall be entitled to a total remuneration of Rs. 85,00,000/- (Rupees Eighty-Five Lakhs only.) per annum.

The remuneration payable to Mr. Alok Misra and the terms and conditions of his appointment as approved by the Nomination and Remuneration Committee and the Board of Directors of the Company are as given below:

Option A

In case of the Company having adequate profits, the Manager will be paid such remuneration within the limits specified from time to time under Section 197, read with Section I of Part II of Schedule V to the Act.

Or

Option B

Where in any Financial Year during the currency of the term of the Manager, the Company has no profits or its profits are inadequate, the Company will pay remuneration to the Manager, within the maximum ceiling from time to time (at present maximum ceiling is Rs. 84 lakhs per annum, considering the effective capital of the Company being Rs. 5 crores and above but less than Rs. 100 crores) as given under Section II of Part II of Schedule V to the Act.

a. **Salary:**

Basic Salary shall be Rs. 2,66,975/- (Rupees Two Lakhs Sixty-Six Thousand Nine Hundred Seventy-Five Only) per month.

b. **Variable Pay:**

In addition to the fixed cost to the Company, for each year of completed employment with the Company, the Manager shall be entitled to a performance linked variable payment as per the details given below:

For the first year of completed service	:	Rs. 16,00,000
For the second year of completed service	:	Rs. 25,00,000
For the third year of completed service	:	Rs. 35,00,000

TOTAL:		**Rs. 76,00,000**
		==========

Such performance linked payments in any year of service shall be subject to achievement / fulfillment of certain objectives by the Manager amounting to overall measurable benefit to the Company. Such objectives shall be mutually agreed in advance between the Management and the Manager. For the first year, the performance linked variable payment shall be payable only upon successful completion of the objectives and upon completion of one year of service.

Any partial payment of performance pay thereafter (after the first year), for any reason, shall be payable only if:

1) The Manager has completed at least 6 months of employment with the Company in a particular year;

2) There is a partial, measurable achievement of any agreed objectives of the Company of the particular year; and

3) Approval is accorded by the Board of Directors of the Company.

c. Benefits, Perquisites and Allowances:

In addition to salary and Variable Pay, perquisites shall be as under:

House Rent allowance:

Manager shall be entitled for house rent allowance of Rs.1,33,470/- (Rupees One Lakh Thirty-Three Thousand Four Hundred Seventy only) per month.

Children Educational allowance:

Manager shall be entitled for Children Educational allowance of Rs. 250/- (Rupees Two Fifty only) per month.

Bonus:

The Manager shall be entitled for bonus of Rs. 22,241/- (Rupees Twenty-Two Thousand Two Hundred and Forty-One only) per month.

Car Running & Maintenance:

The Manager shall be entitled to Car Running & Maintenance expenses of Rs. 40,000/- (Rupees Forty Thousand only) per month. The Manager shall submit supporting bills in respect of Car Maintenance every quarter before 15th day of the last month of the quarter.

Daily expenses towards the Petrol, maintenance of the Car etc. shall be borne by the Manager.

Driver's Salary:

In addition to Car Running & Maintenance, the Manager shall be entitled to allowance towards his Driver's Salary of Rs. 25,000/- (Rupees Twenty-Five Thousand only.) per month.

Mobile Expenses:

The Company shall provide for employee owned mobile expenses upto Rs. 2,000/- (Rupees Two Thousand only) per month. The Manager shall submit supporting bills in respect of Mobile Expenses every quarter before 15th day of the last month of the quarter.

Mediclaim:

Coverage under Group Mediclaim Floater Policy upto Rs. 4.5 Lakhs for self and family.

Uniform Maintenance Allowance / Office Attire:

The Manager shall be entitled to Uniform Maintenance / Office Attire Allowance of Rs. 60,000/- (Rupees Sixty Thousand only) per anum i.e Rs. 5,000/- (Rupees Five Thousand only) per month.

Other Allowances:

For the period commencing from the date of appointment of the Manager, i.e., from May 7, 2019 upto July 31, 2019, the Manager shall be entitled to Other Allowances of Rs. 1,60,185/- (One Lakh Sixty Thousand One Hundred and Eighty-Five only) per month.

With effect from August 1, 2019, the Manager shall be entitled to Other Allowances of Rs. 1,68,518/- (One Lakh Sixty-Eight Thousand Five Hundred Eighteen Only) per month.

d. Provident Fund:

Covered under the Provident Fund Scheme prevailing in the Company.

Contribution of Rs. 32,037/- per month (approx.12% of Basic Salary) shall be made by the Company on behalf of the Manager to the Company's Provident Fund scheme or any other similar scheme of the Company as may be existing from time to time.

e. Gratuity:

Covered under prevailing Gratuity Scheme of the Company.

Contribution of Rs. 12,842/- per month (approx. 4.81% of Basic Salary) shall be made by the Company on behalf of the Manager to the Company's Gratuity scheme or any other similar scheme of the Company as may be existing from time to time.

f. 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).

g. Termination:

This contract may be terminated by giving three calendar months' notice in writing by either party.

The employment shall stand automatically terminated if the Manager applies for insolvency or becomes insolvent.

The Management reserves the right to terminate the employment without any prior notice if in its opinion the Manager is guilty of inattention to or negligence, omission or commission inconsistent with the duties and responsibilities.

The employment shall be automatically terminated if the Manager attains age of 60 years.

Upon termination of the employment, however, arising:

i) The Manager shall deliver to the Company all the letters, lists, reports, documents etc.

ii) The Manager shall not either directly or indirectly entice any employee of the Company.

iii) The Manager shall not either directly or indirectly for a period of three (3) years carry on alone or in association with others any business, which is about to be in competition with the Company.

h. Others:

The Management reserves the right to transfer the Manager from one section / department / function / division to another, either in this city or any other place in India or abroad and also to transfer / lend the services to any of its associates.

The Manager shall be required to perform his duties not only for the Company, but also for its division / associates without any additional remuneration.

The Manager shall not during the term of his employment, except as a representative of the Company or with the consent in writing of the Company be directly or indirectly engaged or concerned in the conduct of any other business including consultancy.

The Manager shall not communicate to any person who does not have proper authority any of the trade secrets or other confidential information of the Company.

The Manager shall be entitled to reimbursement of entertainment, travelling and all other expenses actually incurred for the business of the Company or any other expenditure as the Board may approve.

Perquisites shall be evaluated as per Income Tax Rules, wherever applicable or at actual cost.

In case, the Company has no profits or has inadequate profits, the Manager shall be entitled to be paid remuneration (by way of salary, perquisites and allowances) as mentioned above.

The Manager shall not be entitled to receive any fee for attending meetings of the Board and/or any Committee thereof. The Manager shall not receive remuneration in any other capacity except as approved in this resolution.

The Manager either by himself or through his related parties shall not enter into any contract or arrangement or transaction with the Company, except with the prior approval of the Audit Committee or such other approval as may be required under the Act or its Rules.

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. Alok Misra, 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.

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

Mr. Misra is not related to any of the Directors or Key Managerial Personnel of the Company and does not hold any shares of the Company.

7) Number of meetings of the Board attended during the financial year 2018-19:

Mr. Misra was appointed in the Board meeting held on May 6, 2019, which falls beyond the reporting period.

8) Directorships, Memberships/Chairmanship of Committees of other Companies: Nil

III. Other Information

i) Reasons for loss or inadequate profits:

The Company earned a total income of Rs. 4,938.75 Lakhs for the year ended March 31, 2019 as against Rs. 6,578.44 Lakhs for the previous year ended March 31, 2018. The net loss incurred by the Company for the financial year 2018-19 is Rs. 1,967.36 Lakhs as against net loss of Rs. 1,781.14 Lakhs during the previous financial year.

The total income mentioned above includes other income of Rs. 311.52 Lakhs earned during the financial year 2018-19.

The loss incurred during the financial year was mainly on account of shifting of operations of the Company to its plant at Nalagarh, Himachal Pradesh resulting in lower production and lower sales.

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

Since the above issues have resulted in 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. 08 as a special resolution for approval of the members.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise in the resolution set out at Item No. 08 of the Notice, except to the extent of their shareholding in the Company.

ATTACHMENT – I TO THE NOTICE

ADDITIONAL INFORMATION PURSUANT TO THE LISTING REGULATIONS AND SECRETARIAL STANDARD – 2 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IN RESPECT OF DIRECTOR SEEKING APPOINTMENT/RE-APPOINTMENT

Name of the Director	**Mr. Mehul Kunjbihari Trivedi**	**Mr. Darshan Vijaysinh Bhatia**	**Mr. Sanjeevkumar Walchand Karkamkar**	**Dr. Sangeeta Sanjeev Pandit**	**Mr. Sudhir Ajitkumar Merchant**
Director Identification Number (DIN)	00030481	08257246	00575970	06748608	00033406
Date of Birth / Age	July 6, 1962 – 56 Years	August 2, 1969 – 49 years	July 29, 1956 – 62 years	October 29, 1958 60 years	August 25, 1953 65 years
Date of Appointment	October 1, 1992	October 30, 2018	July 29, 2018	November 12, 2014	July 31, 2014
Qualifications	Graduated LLB (Hons.) from the London School of Economics.	Bachelor's Degree in Engineering from Dartmouth College, USA.	Bachelor of Commerce.	Chartered Accountant	Bachelor's Degree in Commerce & Economics and Master's Degree in Management Studies.
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 the United Kingdom specializing in corporate law (mergers, acquisition and joint ventures). Mr. Mehul Kunjbihari Trivedi was inducted in the Company as General Manager with effect from 1st September, 1989 to oversee operations, especially marketing (in India and abroad), production/ manufacturing and areas allied thereto. Mr. Mehul Kunjbihari Trivedi served as Managing Director of the Company from September 2011. He resigned from the position with effect from January 16, 2017.	Mr. Darshan Vijaysinh Bhatia, an Indian National, holds Bachelor's Degree in Engineering from Dartmouth College, USA. He has expertise in Mechanical and Electrical Engineering, specifically Metal Stamping, Machining, Machine Design, Special Purpose Machines, Injection Moulding, Appliance Design and Manufacture, Plant Layout and an assortment of related technologies. He was a partner in Frizair Corporation, Hyderabad from year 1992 to 2005. He is the owner of DVB Design & Engineering – India's leading manufacturer of Metal Stamping Dies with a niche in Progressive Dies. Mr. Darshan Bhatia was appointed as Additional Independent Director of the Company with effect from October 30, 2018	Mr. Sanjeevkumar Walchand Karkamkar is a commerce graduate and has been associated with the ICC group companies since year 2006. He has extensive experience in the field of accounts, taxation and finance for more than 40 years.	Dr. Sangeeta S. Pandit is a qualified Chartered Accountant and is a PhD holder having varied experience in the field of teaching with various Management Institutes and who has also authored various books and publications.	Mr. Merchant is an Industrialist and has experience in various companies of initiating greenfield projects as well as dealing with foreign joint venture partners. He possesses more than 25 years of experience in the field of business management. He is on the Board of several Companies and is a Member of Young Presidents' Organization.

Name of the Director	Mr. Mehul Kunjbihari Trivedi	Mr. Darshan Vijaysinh Bhatia	Mr. Sanjeevkumar Walchand Karkamkar	Dr. Sangeeta Sanjeev Pandit	Mr. Sudhir Ajitkumar Merchant
Expertise in specific functional area	Corporate Law (Mergers, Acquisitions and Joint Ventures), General Management	Mechanical and Electrical Engineering, specifically Metal Stamping, Machining, Machine Design, Special Purpose Machines, Injection Moulding, Appliance Design and Manufacture, Plant Layout and an assortment of related technologies.	Financial management, accounting solutions.	Financial management, accounting solutions	Business Management.
Number of Board meetings of the Company attended during the year	Kindly refer Corporate Governance Report for this information.	Kindly refer Corporate Governance Report for this information.	Kindly refer Corporate Governance Report for this information.	Kindly refer Corporate Governance Report for this information.	Kindly refer Corporate Governance Report for this information.
Directorships in other Companies and membership / Chairmanship of Committees of other Boards	**Directorships in other Companies are as follows:** 1. Multi-Act Trade And Investments Private Limited 2. ICC International Agencies Limited 3. Acre Street India Private Limited 4. Shivraj Sugar And Allied Products Private Limited 5. Garnett Wire Limited; UK	None	**Directorships in other Companies are as follows:** 1. Multi-Act Construction Private Limited 2. Multi-Act Trade And Investments Private Limited 3. Multi-Act Equity Consultancy Private Limited 4. Acre Street (India) Private Limited 5. Multi Act Realty Enterprises Private Limited 6. Shivraj Sugar and Allied Products Private Limited 7. ICC International Agencies Limited.	**Directorships in other Companies are as follows:** 1. Zee Learn Limited. 2. MT Educare Limited. 3. Essel Finance Business Loans Limited. 4. Digital Ventures Private Limited.	**Directorships in other Companies are as follows**: 1. TCPL Packaging Limited. 2. Gum Manufactureres' Association of India. 3. Rudolf Atul Chemicals Limited. 4. Encore Natural Polymers Private Limited 5. Saidarshan Business Centres Private Limited 6. Indiaventure Advisors Private Limited

Name of the Director	Mr. Mehul Kunjbihari Trivedi	Mr. Darshan Vijaysinh Bhatia	Mr. Sanjeevkumar Walchand Karkamkar	Dr. Sangeeta Sanjeev Pandit	Mr. Sudhir Ajitkumar Merchant
Chairperson/ Member of the Committees of Director of the Company	**Member of the following Committees of the Company:** 1. Stakeholders' Relationship Committee 2. CSR Committee	None	**Member of the following Committees of the Company:** 1. Nomination and Remuneration Committee 2. Stakeholders' Relationship Committee	**Member of the following Committees of the Company:** 1. Audit Committee	**Member of the following Committees of the Company:** 1. Audit Committee 2. Chairman of Nomination and Remuneration Committee 3. CSR Committee 4. Investment Committee
Shareholding in the Company as on the date of appointment / re-appointment as required under Regulation 36(3)(e)	Nil	Nil	Nil	Nil	Nil
Relationship with other Directors	Mr. Kunjbihari Trivedi – Father (Resigned with effect from February 5, 2019) Mr. Prashant Trivedi – Brother	None	None	None	None

ATTACHMENT – II TO THE AGM NOTICE

INSTRUCTIONS FOR REMOTE ELECTRONIC VOTING

The Companies Act, 2013, has prescribed the provisions of voting through electronic means. In compliance with the provisions of Section 108 of the Companies Act, 2013 and rules thereof and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide the members, facility of electronic voting system to exercise their right to vote on business to be transacted at the 65th Annual General Meeting (AGM) of the Company by electronic means through Karvy Fintech Private Limited [Previously Karvy Computershare Private Limited] ("Karvy").

The members may cast their votes using an electronic voting system from a place other than the venue of the meeting ("remote e-voting"). Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their voting right at the meeting. Facility of voting through ballot shall also be made available at the meeting.

1) The remote e-voting facility will be available during the following period:

   a) **Day, date and time of commencement of remote e-voting** : Friday, July 26, 2019, at 09:00 a.m. IST

   b) **Day, date and time of end of remote e-voting** : Sunday, July 28, 2019, at 05:00 p.m. IST

2) The voting rights of the members holding shares in physical form or in dematerialized form, in respect of e-voting shall be reckoned in proportion to their share in the paid-up equity share capital as on the cut-off date being Monday, July 22, 2019.

3) Any person who acquires shares of the Company and becomes a member of the Company after the dispatch of the AGM Notice and holds shares as on the cut-off date i.e. Monday, July 22, 2019, may obtain the User ID and password in the manner as mentioned below:

   a) **If the mobile number of the member is registered against Folio No. / DP ID & Client ID, the member may send SMS:**

      MYEPWD<space> E-Voting Event Number +Folio number or DP ID & Client ID to +91-9212993399

      Example for NSDL:

      MYEPWD<SPACE>IN12345612345678

      Example for CDSL:

      MYEPWD<SPACE>1402345612345678

      Example for Physical:

      MYEPWD<SPACE> XXXX1234567890

   b) **If e-mail address or mobile number of the member is registered against Folio No. / DP ID & Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID & Client ID and PAN to generate a password.**

   c) **Member may call Karvy's Toll free number 1-800-3454-001.**

   d) **Member may send an e-mail request to evoting@karvy.com.**

4) The remote e-voting will not be allowed beyond the aforesaid date and time and the e-voting module shall be disabled by Karvy upon expiry of aforesaid period.

5) Details of website: https://evoting.karvy.com.

6) Details of persons to be contacted for issues relating to e-voting:
   Kind Attention: - Mr. Anil Dalvi
   Karvy Fintech Private Limited
   (Previously Karvy Computershare Private Limited)
   Unit : The Indian Card Clothing Company Limited
   Karvy Selenium, Tower B, Plot No. 31 & 32,

Gachibowli, Financial District, Nanakramguda,
Serilingampally, Hyderabad – 500032.
Tel. No.: +91-40-67162222
Toll Free No.: 1-800-3454-001
Fax No.: +91-40-23001153;
E-mail: evoting@karvy.com.

7) Details of Scrutinizer: Ms. Immaculate Fernandes, Practicing Company Secretary (Membership No. A16540), has been appointed as the Scrutinizer to scrutinize the e-voting and poll process in a fair and transparent manner.

8) 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 i.e. Monday, July 22, 2019. A person who is not a member as on the cut-off date should treat Notice of this meeting for information purposes only.

9) **The procedure and instructions for remote e-voting facility are as follows:**

A. In case of members receiving email from Karvy:

i. Open your web browser during the voting period and navigate to "https://evoting.karvy.com".

ii. Enter the login credentials (i.e. User ID and password mentioned in the email). Your Folio No. / DP ID – Client ID will be your User ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on "LOGIN".

You will now reach password change menu wherein they are required to mandatorily change your login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (like *, #, @, etc.). The system will prompt you to change your password and update your contact details like mobile number, email ID, etc., on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

iv. You need to login again with the new credentials.

v. On successful login, the system will prompt you to select the E-Voting Event Number for The Indian Card Clothing Limited.

vi. If you are holding shares in Demat form and had logged on to https://evoting.karvy.com and had cast your vote earlier for any other Company, then your existing login ID and password are to be used.

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date i.e. Monday, July 22, 2019, under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially in "AGAINST" but the total number in "FOR/AGAINST" taken together should not exceed your total shareholding as on the cut-off date.

viii. You may also choose the option "ABSTAIN" and the shares held will not be counted under either head.

ix. Members holding multiple folios / demat accounts shall choose the voting process separately for each of the folios / demat accounts.

x. Voting has to be done for each item of the Notice separately. In case you do not desire to cast your vote on any specific item it will be treated as abstained.

xi. You may then cast your vote by selecting an appropriate option and click on "Submit". A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you confirm, you will not be allowed to modify your vote.

xii. During the voting period, members can login any number of times till they have voted on the Resolution(s).

xiii. Corporate / Institutional members (i.e. other than Individuals, HUF, NRIs, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: gains108@yahoo.com with a copy to evoting@karvy.com. They may also upload the same in the e-voting module in their login. The scanned image of the above-mentioned documents should be in the naming format "Corporate Name_EVENT NO."

B. In case of members receiving Notice by courier:

i. Initial password is provided at the bottom of the Attendance Slip

ii. Please follow all steps from Sr. No. (i) to(xiv) above, to cast vote.

C. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of https://evoting.karvy.com or contact Mr. Anil Dalvi of Karvy Fintech Private Limited (Previously Karvy Computershare Private Limited) at +91-40-67161631 or at 1800-3454-001 (toll free).

D. The Scrutinizer's decision on the validity of the vote shall be final.

E. Once the vote on resolution stated in this notice is cast by Member through remote e-voting, the member shall not be allowed to change it subsequently and such e-vote shall be treated as final. The Members who have cast their vote by remote e-voting may also attend the Meeting, however such Member shall not be allowed to vote again.

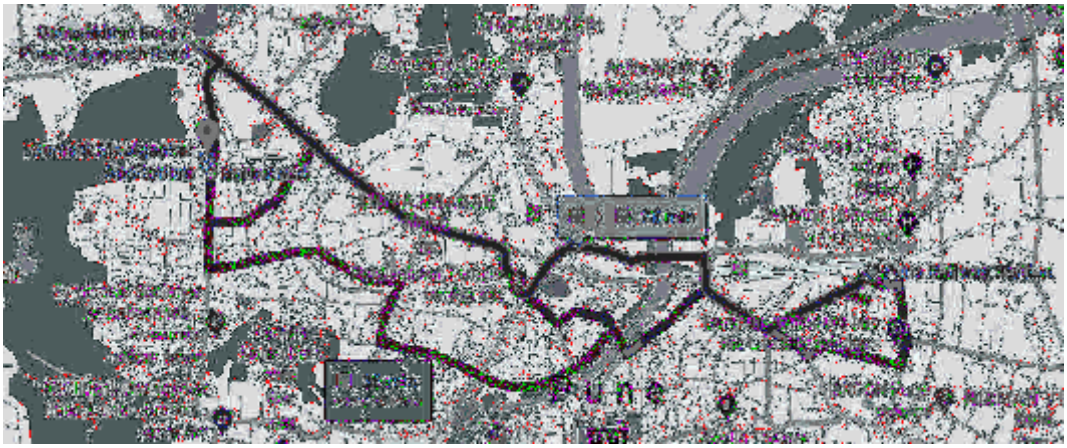
F. The Scrutinizer after scrutinizing the votes cast at the Meeting by Ballot and through remote e-voting, will make a consolidated Scrutinizer's Report and submit the same forthwith not later than 48 hours of conclusion of the Meeting to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same.

G. The Results declared along with the consolidated Scrutinizer's Report shall be hosted on the website of the Company i.e., www.cardindia.com and on the website of Karvy i.e., http://evoting.karvy.com. The results shall be simultaneously communicated to BSE Limited and National Stock Exchange of India Limited.

H. Subject to the receipt of requisite number of favourable votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of AGM i.e., Monday, July 29th, 2019.

ROUTE MAP TO THE VENUE OF THE AGM

The Indian Card Clothing Company Limited
Sumant Moolgaonkar Auditorium,
Ground Floor , A Wing,
MCCIA Trade Tower, Senapati Bapat Road,
Pune 411 016 Maharashtra



BOARD'S REPORT

To
The Members of
The Indian Card Clothing Company Limited

Your Directors presents their Sixty Fifth Annual Report on the business and operations of the Company, together with the Audited Financial Statements for the year ended March 31, 2019.

1) FINANCIAL RESULTS:

(Rs. in Lakh)

Particulars	Financial Year	
	2018-19	**2017-18**
Revenue from operations	**4,627.23**	6,027.65
Other Income	**311.52**	550.78
Total income	**4,938.75**	6,578.44
Finance cost	**260.38**	241.37
Depreciation	**404.13**	517.31
Profit / (Loss) before exceptional items	**(1,883.97)**	(970.38)
Exceptional items	**-**	(1,302.30)
Profit / (Loss) Before Tax	**(1,883.97)**	(2,272.68)
Provision for Tax (including deferred tax)	**83.36**	(491.54)
Profit / (Loss) After Tax	**(1,967.33)**	(1,781.14)
Actuarial Gain / (Loss) and tax thereon	**(20.24)**	(27.20)
Total Comprehensive Income for the year	**(1,987.57)**	(1,808.34)

2) PERFORMANCE REVIEW:

During the year under review, the Company earned a total revenue of Rs. 4,938.75 Lakhs as against Rs. 6,578.44 Lakhs in the previous year. The loss incurred by the Company for the financial year 2018-19 has been Rs. 1,967.33 Lakhs against loss of Rs. 1,781.14 Lakhs for the financial year 2017-18.

Highlights:

Activities related to transfer, installation and commissioning of machinery to Nalagarh Plant completed during the year.

Although the Company successfully shifted its operations to its plant at Nalagarh, Himachal Pradesh, during the interim period of the transfer, the Company was not able to fulfil its entire delivery commitment to its customers.

During the year 2018-19, the Company amicably concluded a Memorandum of Settlement (MOS) on April 18, 2018 with its 83 unionised employees at its plant in Pimpri Pune for voluntary retirement and accordingly 83 employees voluntarily retired and their dues were paid as agreed in the MOS.

During the year, “No Objection” from Labour Commissioner, Mumbai was obtained confirming that there are no pending legal liabilities on the part of the Company towards its unionised employees.

The commercial building at Powai, Mumbai, was fully occupied during the financial year 2018-19.

With effect from September 1, 2018, the Registered office of the Company was shifted from Bombay-Poona Road, Penicillin Factory, Pimpri, Pune – 411018 to “Katariya Capital”, A – 19, Vidyut Nagar Society, Lane No. 5, Koregaon Park, Pune – 411 001.

3) SHARE CAPITAL:

The paid-up share capital of the Company as on March 31, 2019, was Rs. 455.11 Lakh. During the year under review, the Company has not issued shares with differential voting rights nor has granted any stock option or sweat equity. As on March 31, 2019, none of the Directors of the Company hold instruments convertible into equity shares of the Company.

4) STATE OF THE COMPANY'S AFFAIRS:

During the financial year ended March 31, 2019, the Company has incurred loss mainly on account of shifting of its operations to its Nalagarh Plant. During the year, the Company completed all the activities related to the transfer of machinery, like construction of additional infrastructure, installation and commissioning of appropriate machinery and completion of trial production at the Nalagarh Plant.

Your directors are confident that the Nalagarh plant of the Company is now set to cater to all the manufacturing requirements of the Company and shall be able to operate with full efficiency in the financial year 2019-20. With all the manufacturing operations now entirely based at Nalagarh, we are optimistic that the performance of the card clothing division will improve with an improved cost structure and deployment of appropriate resources in key functional areas of the Company.

The detailed information about the Company's affairs is provided under the Management Discussion and Analysis Report in accordance with the requirements under Regulation 34(2)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called and referred to as "the Listing Regulations"), which forms a part of this Report.

5) DIRECTORS AND KEY MANAGERIAL PERSONNEL:

a) Meetings of the Board of Directors held during the year 2018-19:

During the year under review, six (6) meetings of the Board of Directors took place, details of which have been provided in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the two (2) meetings did not exceed 120 days in accordance with the provisions of the Companies Act, 2013.

b) Declaration by Independent Directors:

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

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

c) Changes in the Board of Directors during the year 2018-19:

During the year under review, following changes happened in the constitution of the Board of Directors of the Company.

Cessation of Directors:

Through notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, Securities and Exchange Board of India (SEBI) issued SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations") which brought several amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). The Amendment Regulations required all the listed entities to obtain approval of the shareholders of the Company by way of special resolution for continuation of directorship of Non- Executive Directors who have attained the age of seventy- five years or more. This Amendment has been made effective from April 1, 2019.

Pursuant to the applicability of the Amendment Regulations, Mr. Hemraj C Asher (DIN: 00024863), an Independent Director, ceased to be the Director of the Company being the Director more than 75 years of age.

Mr. Kunjbihari Trivedi (DIN: 00143783), Director of the Company of the Company resigned from the position of Director of the Company with effect from February 5, 2019.

The Board recorded its sincere appreciation for the contributions made to the company by Mr. Kunjbihari Trivedi and Mr. Hemraj Asher during their respective tenures as Director of the company

Appointment of Directors:

As per the requirement of the Amendment Regulations mentioned above, the Company approved, by passing a special resolution through Postal Ballot on March 26, 2019, the continuation of the term of appointment of Mr. Jyoteendra Kothary (DIN: 00015254) as an Independent Director of the Company who has attained more than 75 years of age. His present term of appointment was upto July 30, 2019.

Further, pursuant to the provisions of Section 149 (10) of the Companies Act, 2013, the shareholders of the Company, by passing a special resolution through Postal Ballot on March 26, 2019, approved the reappointment of Mr. Kothary for a second term as Independent Director for three consecutive years commencing from July 31, 2019 and ending on July 30, 2022.

Mr. Sanjeevkumar Karkamkar (DIN: 00575970) was appointed as an Additional Director (Non-Executive Non-Independent Director) of the Company with effect from July 29, 2018. The resolution for approval of his appointment as Director has been proposed in the ensuing Annual General Meeting (AGM).

Subject to the approval of the Shareholding in the ensuing AGM, Mr. Darshan Bhatia (DIN: 08257246) was appointed as an Additional Independent Director of the Company with effect from October 30, 2018. The resolution for approval of his appointment as Director for a period of five years has been proposed in this ensuing AGM. If appointed, he shall hold office upto October 29, 2023.

The Company in the Annual General Meeting held on July 31, 2014 had appointed Mr. Sudhir Merchant (DIN: 00033406) as an Independent Director of the Company for a term of five years ending on July 30, 2019. The Nomination and Remuneration Committee, subject to approval of shareholders at the ensuing Annual General Meeting, has recommended his appointment as an Independent Director of the Company for a further term of five years commencing from July 31, 2019. Special resolution seeking the approval of the members for his appointment as an Independent Director for a term of five (5) years has been proposed in the Notice convening the ensuing Annual General Meeting.

The Company in the Annual General Meeting held on August 6, 2015 had appointed Dr. Sangeeta Pandit (DIN: 06748608) as an Independent Director of the Company for a term of five years ending on November 11, 2019. The Nomination and Remuneration Committee, subject to approval of shareholders at the ensuing Annual General Meeting, has recommended her appointment as an Independent Director of the Company for a further term of five years commencing from November 12, 2019. Special resolution seeking the approval of the members for her appointment as an Independent Director for a term of five (5) years has been proposed in the Notice convening the ensuing Annual General Meeting.

Further, Mr. Mehul Trivedi (DIN: 00030481), Director of the Company is liable to retire by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment. The brief profile of Mr. Mehul Trivedi seeking re-appointment at the ensuing Annual General Meeting, as a Director liable to retire by rotation has been included in the Notice convening the AGM.

d) Changes in Key Managerial Personnel during the year 2018-19:

Cessation of Key Managerial Personnel:

Mr. Krishna Suvarna, Chief Financial Officer (CFO) of the Company resigned from the services of the Company with effect from October 9, 2018.

Mr. Vinod Vazhapulli, Manager of the Company designated as Chief Executive Officer resigned from the services of the Company with effect from December 31, 2018.

Ms. Jaimeetkaur Sial, appointed as the Manager (Legal), Company Secretary & Compliance Officer of the Company, resigned from the services of the Company with effect from March 20, 2019.

Appointment of Key Managerial Personnel:

Mr. Kishor Makwana was appointed as CFO of the Company with effect from October 10, 2018.

In the Board meeting held on May 6, 2019, Mr. Alok Misra was appointed as Manager (Whole-Time Key Managerial Personnel) of the Company designated as Chief Executive Officer with effect from May 7, 2019. Resolution for approval of Mr. Misra's appointment as the Manager of the Company pursuant to the provisions of Sections 196 and 197 of the Companies Act, 2013 and Rule 3 of the Companies (Appointment and Remuneration of Key Managerial Personnel) Rules, 2014, read with Schedule V of the Companies Act, 2013 has been proposed in this ensuing AGM.

In view of resignation of Ms. Jaimeetkaur Sial, the Board of Directors in its meeting held on April 4, 2019, appointed Mr. Amogh Barve as Company Secretary and Head Legal & Corporate Affairs with effect from April 4, 2019.

6) DIVIDEND:

Your Directors do not recommend any dividend for the year under review.

7) SUBSIDIARY COMPANIES AND THEIR PERFORMANCE / FINANCIAL POSITION:

In accordance with Section 129(3) of the Companies Act, 2013 and Indian Accounting Standard (Ind-AS) 110, the Company has prepared the Consolidated Financial Statements of the Company and all its subsidiaries, which forms part of this Annual Report.

The Company does not have any material subsidiary whose net worth exceeds 10% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 10% of the consolidated income of the Company and its subsidiaries during the previous financial year. However, the Company has prepared a policy for determining material subsidiaries which is uploaded on the Company's website and can be accessed vide weblink: http://cardindia.com/wp-content/uploads/2018/01/ICC-Policy-on-Material-Subsidiaries.pdf.

The Statement in Form AOC-I containing salient features of the financial statements of Company's Subsidiaries is attached to the financial statements of the Company.

The brief details about the performance and financial position of the subsidiaries of the Company are given below:

a) ICC International Agencies Limited:

ICC International Agencies Limited (ICCIAL) recorded a decrease of approx. 25% in its revenue from Rs. 349.85 Lakhs in the previous year to Rs. 262.01 Lakhs in the financial year 2018-19. Further, ICCIAL recorded loss after tax of Rs. 94.19 Lakhs in the current year against previous year's loss after tax of Rs. 59.31 Lakhs. The reduced revenue and the after-tax loss incurred was due to the difficult trading conditions in the textile industry within India leading to many customers postponing or cancelling capital equipment purchases. The global slowdown in the textile industry also contributed to reduced revenue.

b) Garnett Wire Limited, U.K.:

Garnett Wire Limited, a U.K. Company, in which your Company holds 60% of the issued share capital, recorded decrease of approx. 9% in its revenue from £1,146,372 (equivalent to Rs. 987.31 Lakh) to £1,039,928 (equivalent to Rs. 943.94 Lakhs). The profit after tax is £13,432 (equivalent to Rs. 12.19 Lakhs) as against previous year's profit of £24,376 (equivalent to Rs. 20.99 Lakh).

c) Shivraj Sugar and Allied Products Private Limited:

Shivraj Sugar and Allied Products Private Limited is yet to commence operations.

8) AUDIT COMMITTEE:

The Company has constituted an Audit Committee pursuant to the provisions of Section 177(8) of the Companies Act, 2013, read with Rules 6 and 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 18 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.

The Audit Committee of the Company was reconstituted in the Board meeting held on April 4, 2019 pursuant to cessation of Mr. Hemraj Asher - an Independent Director of the Company with effect from April 1, 2019.

Following is the composition of the Audit Committee after reconstitution:

Sr. No.	Name	Designation
1)	Mr. Jyoteendra Kothary	Chairman (Independent Director)
2)	Mr. Sudhir Merchant	Member (Independent Director)
3)	Dr. Sangeeta Pandit	Member (Independent Director)

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

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

9) VIGIL MECHANISM:

The Company has established a vigil mechanism as per Regulation 22 of the Listing Regulations. Pursuant to the Notification No. SEBI/LAD/NRO/GN/2018/59 dated December 31, 2018 Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ('the Amendment Regulations") bringing amendment in the SEBI (Prohibition of Insider Trading), 2015 with effect from April 1, 2019. Pursuant to the Amendment Regulations, the Company revised its "Vigil Mechanism Policy", the details of which have been provided in the Corporate Governance Report and also posted on the website of the Company at: http://cardindia.com/wp-content/uploads/2019/03/Policy-on-Vigil-Mechanism-Revised-w.e.f.-01.04.2019.pdf

10) STATUTORY AUDITORS:

M/s. P. G. Bhagwat, Chartered Accountants (Firm Registration No. 101118W), have been acting as auditors of the Company since conclusion of the 63rd Annual General Meeting (AGM) of the Company held on August 11, 2017. They were appointed for a period of five (5) consecutive years commencing from the conclusion of 63rd AGM till the conclusion of the 68th AGM of the Company, subject to ratification by the members, if any, required as per applicable laws from time to time, at every AGM.

Pursuant to notification of certain sections of the Companies (Amendment) Act, 2017, on May 7, 2018, the requirement of ratification of auditors by the members is no longer required. Hence, the resolution for ratification of the appointment has not been proposed in the ensuing AGM.

11) AUDITOR'S REPORT:

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

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

12) SECRETARIAL AUDIT REPORT:

S. Anantha & Ved LLP, (LLPIN: AAH8229), Company Secretaries, Mumbai, were appointed as the Secretarial Auditor to conduct the Secretarial Audit of the Company for the financial year 2018-19, as required under Section 204 of the Companies Act, 2013 and the rules made thereunder.

The Secretarial Audit Report for the financial year 2018-19 is annexed as **Annexure - A** to this Report.

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

13) DIRECTORS' RESPONSIBILITY STATEMENT:

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

a) in the preparation of the annual accounts for the financial year ended March 31, 2019, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;

b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for the year ended March 31, 2019;

c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the Directors have prepared the annual accounts on a going concern basis;

e) the Directors have laid down internal financial controls, which are to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and

f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems are adequate and operating effectively.

14) CORPORATE GOVERNANCE:

As per Regulation 34(3) read with Schedule V of the Listing Regulations, a separate section on Corporate Governance practices followed by the Company, together with a certificate from Apte Joshi & Associates, Practicing Company Secretaries, Pune confirming compliance, is set out separately under Corporate Governance Report.

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

The Amendment Regulations brought amendment in the Listing Regulations which became effective from April 1, 2019. Pursuant to the Amendment Regulations, the Company revised its "Nomination & Remuneration Policy" wherein the terms of reference of the Nomination and Remuneration Committee were amended to include the recommendation to the Board by the Committee, all remuneration, in whatever form, payable to Senior management.

The revised Nomination & Remuneration Policy as approved by the Board is annexed to this Report as **Annexure – B** and is also uploaded on the Company's website at: http://cardindia.com/wp-content/uploads/2018/10/Nomination-Remuneration-Policy-Revised.pdf

16) PERFORMANCE EVALUATION:

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

The performance evaluation of the Directors, the Board and its Committees was accordingly carried out based on the criteria laid down under the SEBI Circular dated January 5, 2017, for Performance Evaluation in the Nomination & Remuneration Policy and approved by the Board of Directors. Further details in respect of the criteria of evaluation has been provided in the Corporate Governance Report.

The performance evaluation of the Independent Directors was carried out by the entire Board. The performance evaluation of the Chairman and the Non-Independent Directors was carried out by the Independent Directors who also assessed the quality, quantity and timelines of flow of information between the Company management and the Board. Your Directors express their satisfaction with the evaluation process.

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

During the year under review, none of the employees have drawn remuneration more than the limit prescribed under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and none of the employees hold (by himself or along with his spouse and dependent children) more than 2% of the equity shares of the Company. Hence, the requirement of disclosure under Section 197(12) of the Companies Act, 2013, is not applicable.

The details of Top 10 employees together with the remuneration drawn by them is annexed as **Annexure – C** to this Report.

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

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

The Company did not have any Executive Director on its roll during the financial year 2018-19. Therefore, the ratio required above is not applicable.

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

Name	% increase
Mr. Vinod Vazhapulli (Chief Executive Officer)	Resigned the services of the Company with effect from December 31, 2018. Hence, there was no increase in the remuneration during the year
Mr. Krishna Suvarna (Chief Financial Officer)	Resigned the services of the Company with effect from October 9, 2018. Hence, there was no increase in the remuneration during the year
Mr. Kishor Makwana (Chief Financial Officer)	Joined the services of the Company with effect from October 10, 2019. Hence, there was no increase in the remuneration during the year
Ms. Jaimeetkaur Sial (Company Secretary	Resigned the services of the Company with effect from March 20, 2019. Hence, there was no increase in the remuneration during the year

c) *The percentage increase in the median remuneration of employees in the financial year:*

There was no increase in the median remuneration of employees in the financial year.

d) *The number of permanent employees on the rolls of the Company as on March 31, 2019:* 254

e) *Average percentile increase already made in the salaries of employees' other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:*

During the year under review, there was no increase in the average remuneration of employees other than the managerial personnel. Further, there was no increase in the average managerial remuneration during the year.

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

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

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

Pursuant to the Amendment Regulations, the Company revised its “Policy on Related Party Transactions” wherein the threshold limit on Related Party Transactions was amended to 10% during a financial year.

The revised Policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at: http://cardindia.com/wp-content/uploads/2018/01/ICC-Policy-on-Related-Party-Transactions.pdf

20) DEPOSITS:

During the year 2018-19, the Company did not accept any deposit from public within the meaning of Section 73 of the Companies Act, 2013, read with the Companies (Acceptance of Deposits) Rules, 2014.

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

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

22) SIGNIFICANT AND MATERIAL ORDERS:

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

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

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

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

24) MAINTENANCE OF COST RECORDS AND APPLICABILITY OF COST AUDIT:

The Company has a costing system to help control costs and to take decisions on pricing. Pursuant to Notification No. G.S.R. 725 (E) dated July 31, 2018 whereby the Companies (Accounts) Amendment Rules, 2018 were notified, the Company is maintaining the Cost Records under sub-section (1) of Section 148 of the Companies Act, 2013. A certificate of M/s. S. R. Bhargave & Co., Cost Accountants has been obtained certifying that the Company has maintained the Cost Records as per the statutory requirements mentioned above.

25) ADEQUACY OF INTERNAL FINANCIAL CONTROLS:

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

The Board of Directors is of the opinion that for the year ended March 31, 2019, the Company has sound internal financial controls commensurate with the nature and size of the business operations of the Company.

26) REPORTING OF FRAUDS:

There was no instance of fraud during the year under review, which required the Statutory Auditors to report to the Audit Committee and / or Board under Section 143(12) of the Act and the rules made thereunder.

27) RISK MANAGEMENT:

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

28) EXTRACT OF ANNUAL RETURN:

The extract of the Annual Return pursuant to Section 92(3) of the Companies Act, 2013, prepared in Form MGT–9 is annexed as **Annexure - E** to this Report.

29) CORPORATE SOCIAL RESPONSIBILITY (CSR):

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

Considering the threshold requirements specified under Section 135(1) of the Companies Act, 2013, the Company was not liable for CSR spending as specified under Section 135(5) of the Companies Act, 2013, for the financial year 2018-19 and hence, has not spent any amount on CSR activities during the financial year 2018-19.

30) POLICY ON PREVENTION OF SEXUAL HARASSMENT:

The Company has in place Anti Sexual Harassment Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. Internal Complaints

Committee has been set up to redress complaints received regarding sexual harassment and to conduct regular awareness programs. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the financial year 2018-19, one complaint was received and the same was disposed.

31) DISCLOSURE UNDER SECTION 134(3)(I) OF THE COMPANIES ACT, 2013:

Except as stated above and disclosed elsewhere in this Report, no material changes and commitments have occurred between the end of the financial year of the Company and date of this Report which can affect the financial position of the Company.

32) SECRETARIAL STANDARDS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA (ICSI):

The Company complies with the Secretarial Standards issued by ICSI, one of the premier professional bodies in India.

33) CHANGES IN THE NATURE OF BUSINESS:

There were no changes in the nature of business during the financial year under review.

34) APPRECIATION:

Your Directors place on record their sincere thanks and appreciation for the continued support extended by Central and State Governments, bankers, customers, suppliers and members. Your Board would like to record its sincere appreciation to the employees for the dedicated efforts and contribution in playing a significant part in the Company's operations.

For and on behalf of the Board of Directors

Place : Mumbai
Date : May 24, 2019

Prashant Trivedi
Chairman
(DIN : 00167782)

ANNEXURE – A

Form No. MR-3

SECRETARIAL AUDIT REPORT

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2019

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

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

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2019, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2019 according to the provisions of:

i) The Companies Act, 2013 (the Act) and the rules made thereunder;

ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings (Not Applicable as there were no instances of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings during the year under review, however with respect to the earlier investments necessary Annual compliances viz.: Filing of Annual Return on Foreign Liabilities and Assets and Annual Performance Report has been done);

v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

   a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

   b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

   c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

   d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 and The Securities and Exchange Board of India (Share based Employee Benefits) Regulations, 2014 (**Not Applicable** for the year under review);

   e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable** for the year under review);

   f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

   g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (**Not Applicable** for the year under review); and

   h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not Applicable** for the year under review).

vi) Other laws applicable specifically to the Company:

a) The Air (Prevention and Control Pollution) Act, 1981 and rules made thereunder;

b) The Water (Prevention and Control Pollution) Act,1974 and rules made thereunder; and

c) Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008.

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

(i) Secretarial Standards issued by The Institute of Company Secretaries of India and

(ii) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that

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

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

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

We further report that

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

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

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

i) Public/Right/sweat equity;

ii) Redemption/Buy-back of securities;

iii) Major decisions taken by the members pursuant to Section 180 of the Companies Act, 2013;

iv) Merger / amalgamation / reconstruction, etc; and

v) Foreign technical collaborations; or

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

For **S. Anantha & Ved LLP**
Company Secretaries

Ved Prakash
Membership No. A36837
CP No.: 16986

Place : Mumbai
Date: May 24, 2019

Note: This report should be read with letter of even date by the Secretarial Auditors.

Annexure

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

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **S. Anantha & Ved LLP**
Company Secretaries

Ved Prakash
Membership No. A36837
CP No.: 16986

ANNEXURE – B

NOMINATION AND REMUNERATION POLICY

1) PREAMBLE

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013, read along with the applicable rules thereto and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Regulations") as amended from time to time. The Indian Card Clothing Company Limited ("ICC" or "the Company") endeavors to attract, retain, motivate and develop personnel of high caliber and talent for the purpose of ensuring efficiency and high standard in the conduct of its affairs and achievement of its goals. In order to harmonize the aspirations of human resources consistent with the goals of the company and in terms of the provisions of the Companies Act, 2013 and the Regulations with the stock exchanges, this policy on Nomination & Remuneration of Directors, Key Managerial Personnel (KMP), Senior Management Personnel and other employees has been formulated by the Nomination and Remuneration Committee ("NRC") and approved by the Board of Directors of the Company.

2) OBJECTIVE OF THE POLICY

The aims and objectives of this Policy can be summarized as follows:

- To lay down criteria and terms and conditions for identifying persons who are qualified to become Directors (Executive and Non-Executive) and persons who may be appointed in Senior Management and Key Managerial positions and to determine their remuneration.
- To lay down the criteria for performance evaluation of the performance of Directors and to carry out their evaluation.
- To provide the Directors, KMPs and Senior Management Personnel reward linked directly to their efforts, performance, dedication and achievements relating to the Company's operations.
- To retain, motivate and promote talent and to ensure long term sustainability of talented managerial personnel and to create competitive advantage.
- To ensure a transparent Board nomination process with the diversity of thoughts, experience, knowledge and perspective on the Board.

3) DEFINITIONS

a) "Act" means the Companies Act, 2013 and Rules framed there under, as amended from time to time.

b) "Board" means Board of Directors of the Company.

c) "Committee" means the Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board.

d) "Directors" mean Directors of the Company.

e) "Key Managerial Personnel", in relation to a company, means:

i) the Chief Executive Officer or the Managing Director or the Manager;

ii) the Company Secretary;

iii) the Whole-time Director;

iv) the Chief Financial Officer; and

v) such other officer as may be prescribed;

f) "Senior Management Personnel" means the personnel of the company who are members of its core management team excluding the Board of Directors. This normally comprises of all members of management and function heads one level below the Executive Directors.

4) BOARD DIVERSITY

The Company believes that the Board of Directors of the Company remain as a diverse body reflecting diversity regarding ethnic background, gender, country of citizenship and professional experience as such mix of

viewpoints and ideas enhances Board's ability to function effectively. Different skills, qualification, professional experience, gender and industry knowledge of the members of the Board is necessary for achieving the sustainable and balance growth.

The Committee shall ensure that the potential nominees shall not be discriminated on the basis of race, religion, national origin, gender, disability, or any other basis prohibited by law.

The Board of directors of the Company shall have an optimum combination of executive and non-executive directors with at least one woman director on the Board and the composition of the Board shall be in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, the Regulations and the statutory, regulatory and contractual obligations of the Company.

5) APPOINTMENT AND REMOVAL OF DIRECTOR, KMP AND SENIOR MANAGEMENT PERSONNEL

a) Appointment criteria and qualifications:

i) The Committee shall have due regard to the policy on Board Diversity as provided in Clause 4 of this Policy while considering potential nominees on the Board.

ii) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment.

iii) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

iv) The Committee shall also ensure that the person possesses:

High standards of integrity and professional conduct.

Demonstrates business acumen, experience and ability to use sound judgment.

Strong willingness to contribute to the effective oversight of the business and financial affairs.

Right corporate tone and culture and ability to maintain good relationship between the Board and the Management.

Experience in strategic planning and managing multidisciplinary responsibilities.

A track record of communicating effectively in a global environment.

v) The Company shall not appoint or continue the employment of any person as Managing Director / Whole-time Director / Manager who has attained the age of seventy years.

Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

vi) The term “appointment” also includes re-appointment. However, in case of Independent Directors, the extension or continuation of the term of appointment shall be made on the basis of report of performance evaluation made by the Board.

b) Term / Tenure:

i) Managing Director / Whole-time Director / Manager:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director, Executive Director or Manager for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

ii) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years from the date of cessation of his office as an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director, it should be ensured that aggregate number of Boards on which such Independent Director serves is restricted to seven listed companies. In case of a person serving as a Whole-time Director of a listed company, the aggregate number of listed companies on which such person can serve as an Independent Director is restricted to three listed companies.

c) Evaluation:

In accordance with Section 178 (2) and the Regulations, the Committee shall carry out Performance Evaluation of Directors. The criteria for evaluation of performance of every director shall be as follows:

Qualifications, Experience, Knowledge and Competency of the director

Understanding and fulfillment of the functions assigned by the Board and by the law

Ability to function as a team and to take initiative with respect to various areas

Attendance of the director at the meetings

Adequate Commitment of director towards the Board and the entity

Contributions made by the director at the Meetings of the Board and of the Committees.

Performance Characteristics of the Director such as integrity and commitment to the Board and the Company, acting in good faith, exercising reasonable care, skill and diligence, Independent Judgment and avoiding conflict of interest situation.

In case of a chairperson, additional consideration should be given to:

Effectiveness of leadership and ability to steer the meetings

Impartiality in conducting discussions, seeking views and dealing with dissent

Commitment and ability to keep shareholders' interests in mind during discussions and decisions.

d) Removal of Director:

Due to reasons for any disqualification mentioned in the Act or under any other applicable statute, rules and regulations thereunder, the Committee may recommend, to the Board with reasons recorded in writing, removal of a Director subject to the provisions and compliance of the said Act, rules and regulations.

For KMPs or Senior Management Personnel the removal will be governed by Company's HR Policy and the subsequent approval of the Managing Director.

e) Retirement:

The Director, KMPs and Senior Management Personnel shall retire as per the applicable provisions of the Act and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

6) REMUNERATION TO THE DIRECTORS, KMPs, SENIOR MANAGEMENT PERSONNEL AND OTHER EMPLOYEES

a) Guiding Principles:

The Committee shall follow the guiding principles prescribed under Section 178 (4) of the Act as summarized below:

i) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;

ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

b) Remuneration to Managing Director / Whole-time Director / Executive Director / Manager

The Committee shall take into consideration the following components while deciding the remuneration to Managing Director / Whole-time Director / Executive Director / Manager:

i) The remuneration of the Managing Director / Whole-time Director / Executive Director / Manager is in line with the Industry standards.

ii) Fixed Pay:

The Managing Director / Whole-time Director / Manager shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee in accordance with the statutory provisions of the Companies Act, 2013, and the rules made thereunder for the time being in force. The break-up of the pay scale and quantum of perquisites including, employer's contribution to Provident Fund, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee and subsequently approved by the shareholders and Central Government, wherever required.

iii) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Companies Act, 2013 and if it is not able to comply with such provisions, with the prior approval of the Central Government.

iv) Provisions for excess remuneration:

If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sum in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sum to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government.

v) Directors & Officers (D&O) Insurance:

The Company shall continue to have D&O liability insurance for indemnifying the Managing Director / Whole-time Director / Executive Director / Manager, KMPs and Senior Management personnel or any of them from any claims or liability which may arise from the decisions and actions taken within the scope of their regular duties. The premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

c) Remuneration to Non-executive / Independent Director:

i) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of Sitting Fees for attending meetings of Board or Committee as may be decided by the Board from time to time, subject to approval of the shareholders, if required.

Provided that the amount of such fees shall not exceed Rupees One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.

ii) Profit linked Commission:

Remuneration / profit linked commission may be paid to the Non-executive / Independent Directors within the monetary limits approved by the shareholders which in any case shall not be more than the statutory limits provided in the Act. The limits provided under the act are as follows:

1) In case the Company has a Managing Director or Whole-time Director or Manager, such remuneration or profit linked commission shall not exceed 1% of the net profits of the Company computed as per the applicable provisions of the Companies Act, 2013 and

2) 3% of the net profits of the Company in any other case.

In determining the amount of such profit linked commission, the Remuneration Committee may consider various factors as it deems fit including but not limited to the number of board meetings and committee meetings attended by the director.

d) Remuneration to Directors in other Capacity:

The Remuneration payable to the Directors including Managing Director or Whole-time Director or Manager shall be inclusive of the remuneration payable for the services rendered by him in any other capacity except the following:

i) The services rendered are of a professional nature.

ii) In the opinion of the Committee, the director possesses the requisite qualification for practising the profession.

e) Remuneration to KMPs and Senior Management Personnel:

Among the KMPs, the remuneration of the Manager / CEO / the Managing Director and the Whole-time Director(s), shall be governed by Clause 5 (b) of this Policy dealing with Remuneration to Managing Director / Whole-time Director / Executive Director / Manger.

For all other KMPs such as the Company Secretary or any other officer that may be prescribed under the statute from time to time and the Senior Management Personnel of the Company, the Nomination and Remuneration Committee shall recommend to the Board, all remuneration, in whatever form, payable to them.

The remuneration determined for all the above said senior personnel and KMPs shall be in line with the Company's philosophy to provide fair compensation to key - executive officers based on their performance and contribution to the Company and to provide incentives that attract and retain key executives, instill a long-term commitment to the Company, and develop a pride and sense of Company ownership, all in a manner consistent with shareholder interests.

The break-up of the pay scale and quantum of perquisites including, employer's contribution to provident fund, pension scheme, medical expenses, club fees etc. shall be decided by the Company's HR department.

Decisions on Annual Increments of the Senior Personnel shall be decided by the Human Resources Department in consultation with the Managing Director and/or the Whole-time Director of the Company.

f) Remuneration to other employees:

Apart from the Directors, KMPs and Senior Management, the remuneration for rest of the employees is determined by the HR Department of the Company on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and local market conditions.

The Company considers it essential to incentivize the workforce to ensure adequate and reasonable compensation to the staff. The HR Department shall ensure that the level of remuneration motivates and rewards high performers who perform according to set expectations for the individual in question.

The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package.

The annual increments to the remuneration paid to the employees shall be determined based on the annual appraisal carried out by respective Heads of Departments (HODs).

Decision on Annual Increments shall be made on the basis of this annual appraisal.

7) AMENDMENTS TO THE POLICY

The Board of Directors on its own and/or as per the recommendations of Nomination and Remuneration Committee can amend this Policy, as and when deemed necessary.

In case it is observed that this Policy is not consistent with any subsequent amendment(s), clarification(s), circular(s) etc. issued by the relevant authorities issued by the appropriate government authorities, then such amendment(s), clarification(s), circular(s) etc. shall prevail upon the provisions hereunder and this Policy shall stand amended accordingly from the effective date as laid down under such amendment(s), Clarification, circular(s) etc. The Committee shall, as soon as possible, amend this Policy to make it consistent with such amendment(s), clarification(s), circular(s) etc.

8) DISCLOSURE

This Policy and the evaluation criteria as applicable shall be disclosed in the Annual Report as part of Board's Report.

For and on behalf of the Board of Directors

Place : Mumbai
Date : May 24, 2019

Prashant Trivedi
Chairman
(DIN : 00167782)

ANNEXURE – C

DETAILS OF TOP TEN EMPLOYEES AS ON MARCH 31, 2019, AS REQUIRED UNDER RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Sr. No.	Employee Name	Designation	Remuneration Received (Rs. in Lakh)	Nature of Employment	Qualifications	Experience (in years)	Date of Commencement of Employment	Age of the Employee (in years)	Last Employment before joining the Company
1	Prasad Mahale	Vice President	36.66	Permanent Employee	BE (Computers), MBA	22	November 07, 2011	42	Honeywell International
2	Yogesh Deshpande	Vice President	23.66	Permanent Employee	BE (Production), MBA	25	January 19, 2010	47	Garima Global Private Limited
3	Ashok Kumar Pal	General Manager	20.51	Permanent Employee	B.Sc. Tech (Textile Technology)	37	November 21, 1988	60	MMC Limited, Kolkatta
4	Vikul Shaunak	Vice President	20.17	Permanent Employee	Bsc, PGD (Plastic Processing)	15	July 3, 2018	44	KDDL Limited
5	Parveen Kumar Dalal	Deputy General Manager	19.96	Permanent Employee	B.Tech (Mechanical)	22	February 11, 2013	42	Zamil Infra Private Limited
6	Shailendra Pal Singh	General Manager	19.71	Permanent Employee	B.Tech (Textile), Diploma MKTD	38	November 16, 1996	61	APS Star Industries Limited
7	Kishor Makwana	Vice President (CFO)	17.20	Permanent Employee	B.Com., FCA	12	27 July 2018	38	Spring Air Bedding Company (ndia) Limited
8	Rajhu Vitthalrao Jumade	Deputy General Manager	15.93	Permanent Employee	B. Com, MSW	34	October 18, 2004	58	Soma Textile & Industries Ltd.
9	Deivakumar S	Regional Head - South	15.71	Permanent Employee	Dip. (Text), BBA	32	January 22, 1999	50	Soma Textile & Industries Ltd.
10	Vivek Shirbhate	Manager	15.35	Permanent	Msc (Comp)	15	May 10, 2017	46	Uniken India Pvt. Ltd.

For and on behalf of the Board of Directors

Prashant Trivedi
Chairman
(DIN : 00167782)

Place : Mumbai
Date : May 24, 2019

ANNEXURE – D

INFORMATION IN RESPECT OF ENERGY CONSERVATION, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information as per Section 134(3)(m) of the Companies Act, 2013, read with Companies (Accounts) Rules, 2014 ("Rules") for the year ended March 31, 2019 is as follows:

A) CONSERVATION OF ENERGY:

i) Steps taken or impact on conservation of energy:

During the year under review, the Company was in the transition phase of shifting its operations to its Nalagarh Plant. This resulted in lower production which in turn resulted in lower power consumption. However, few steps were taken during the year 2018-19 towards conservation of energy which are given below:

Optimum utilization of air conditioning, dust extraction plant and compressed air.

Use of energy saving equipments like LED bulbs & tubes, timers etc.

More usage of machines in third shift facilitating in balancing of power demand and resulting in power rebate.

The lower consumption of power and steps taken towards the conservation of energy as mentioned above has resulted into overall savings of approx. Rs. 80.72 Lakhs in the power cost.

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

The Company continuously uses its best endeavor for identifying and utilizing alternate sources of energy. The Company has, therefore, initiated the process for utilizing solar energy as alternate source of energy. During the year, the Company also controlled its diesel consumption and water consumption.

iii) Capital Investment on energy conservation equipment:

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

B) TECHNOLOGY ABSORPTION:

i) The efforts made towards Technology Absorption:

Your Company continues to take consistent efforts towards Technology Absorption. The major steps taken during the year 2018-19 on Technology Absorption are as follows:

New design of Cylinder wires were developed for latest generation of high production cards.

Developed and conducted field trial of stationery flat with improved surface finish and wire tip hardness.

Developed micro-alloy steel wires with special treatment for enhanced life and working performance.

Developed new processes for improvement of working life of metallic card clothing.

Developed new profiles of Interlocking wire range for Non- woven applications.

ii) The benefits derived like product improvement, cost reduction, product development or import substitution:

The new Cylinder wires for high production card will help in reducing the maintenance cost while improving the life of the wire.

Improvement in surface finish and wire tip hardness of stationery flats due to use of latest technology in processing would result in cooler working due to low friction at high production rate. This will also lower fibre rupture in card. Better tip hardness enables the stationery flat working for longer duration.

Special treatment processes were developed for refinement of microstructure of micro-alloy steel wire for achieving enhanced life of wire. Field trial of this wire showed improvement in working performance on high production cards.

New processes were introduced which showed improvement in wire tip shape. Improvement and a consistent tip shape would help in achieving consistency and life of card clothing. Presently the products are deployed in mills for field trial.

Range of Interlocking wires to cater Non- woven market were expanded. Complete wire range for Mobiltech sector, a major segment of Technical textiles was developed. Increased demand of Non-woven wires for markets in India, Turkey, Taiwan, Indonesia, Bangladesh, Vietnam & Egypt has been met.

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

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

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

iv) The expenditure incurred on Research and Development (R&D) during the financial year 2018-19: Rs. 49.98 Lakhs.

C) FOREIGN EXCHANGE USED AND EARNED:

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

(Rs. in Lakh)

Used	750.72
Earned	1,002.73

For and on behalf of the Board of Directors

Prashant Trivedi
Chairman
(DIN : 00167782)

Place : Mumbai
Date : May 24, 2019

ANNEXURE – E

FORM NO. MGT – 9

EXTRACT OF ANNUAL RETURN

AS ON THE FINANCIAL YEAR ENDED ON MARCH 31, 2019

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

I. REGISTRATION AND OTHER DETAILS:

i)	CIN:	:	L29261PN1955PLC009579
ii)	Registration Date	:	June 24, 1955
iii)	Name of the Company	:	The Indian Card Clothing Company Limited
iv)	Category / Sub-Category of the Company	:	Company Limited by Shares / Indian Non-Government Company
v)	Address of the Registered office and contact details	:	"Katariya Capital, A-19, Vidyut Nagar Society, Lane No. 5, Koregaon Park Pune – 411001. Tel.: +91-20-67436700
vi)	Whether listed company	:	Yes
vii)	Name, Address and Contact details of Registrar & Share Transfer Agent	:	Karvy Fintech Private Limited (Karvy Computershare Private Limited) Karvy Selenium, Tower B, Plot No. 31 & 32, Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad - 500032. Tel. : +91-40-67162222 Fax : +91-40-23420814 E-mail : einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

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

Sr. No.	Name and Description of main products / services	NIC Code of the Product / service (as per NIC Code List 2008)	Percent to total turnover of the Company
1)	Card Clothing	28261	80.60%
2)	Realty	68100	19.40%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

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

IV. SHAREHOLDING PATTERN (EQUITY SHARE CAPITAL BREAK-UP AS PERCENTAGE OF TOTAL EQUITY):

i) Category-wise shareholding

Sr. No.	Category of shareholders	No. of shares held at the beginning of the year				No. of shares held at the end of the year				% change during the year
		Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A	PROMOTERS									
1)	INDIAN									
a	Individual / HUF	-	-	-	-	-	-	-	-	-
b	Central Government	-	-	-	-	-	-	-	-	-
c	State Government(s)	-	-	-	-	-	-	-	-	-
d	Bodies Corporate	100	-	100	0.00	100	-	100	0.00	-
e	Banks / FI	-	-	-	-	-	-	-	-	-
f	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(1)	**100**	**-**	**100**	**0.00**	**100**	**0**	**100**	**0.00**	**-**
2)	FOREIGN									
a	NRIs - Individuals	-	-	-	-	-	-	-	-	-
b	Other - Individuals	-	-	-	-	-	-	-	-	-
c	Bodies Corporate	2,610,066	-	2,610,066	57.35	2,610,066	-	2,610,066	57.35	-
d	Banks / FI	-	-	-	-	-	-	-	-	-
e	Any Other	-	-	-	-	-	-	-	-	-
	Sub-Total (A)(2)	**2,610,066**	**0**	**2,610,066**	**57.35**	**2,610,066**	**0**	**2,610,066**	**57.35**	**-**
	TOTAL SHAREHOLDING OF PROMOTERS (A) = (A)(1) + (A)(2)	**2,610,166**	**0**	**2,610,166**	**57.35**	**2,610,166**	**0**	**2,610,166**	**57.35**	**-**
B	PUBLIC SHAREHOLDING									
1)	Institutions									
a	Mutual Funds	-	-	-	-	-	-	-	-	-
b	Banks / FI	207	1,750	1,957	0.04	207	1,750	1,957	0.04	(0.00)
c	Central Government	-	-	-	-	-	-	-	-	-
d	State Government(s)	-	-	-	-	-	-	-	-	-
e	Venture Capital Funds	-	-	-	-	-	-	-	-	-
f	Insurance Companies	-	-	-	-	-	-	-	-	-
g	FIIs	-	-	-	-	-	-	-	-	-
h	Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i	Others	-	-	-	-	-	-	-	-	-
	Sub-Total (B)(1)	**207**	**1,850**	**2,057**	**0.05**	**207**	**1,750**	**1,957**	**0.04**	**(0.00)**
2)	Non-Institutions									
a	Bodies Corporate									
i	Indian	200,669	150	200,819	4.41	182,506	150	182,656	4.01	(0.40)
ii	Overseas	-	-	-	-	-	-	-	-	-
b	Individuals									
i	Individual shareholders holding nominal share capital up to Rs. 1 lakh	1,228,967	132,110	1,361,077	29.91	1,277,483	112,398	1,389,881	30.54	0.63
ii	Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	329,487	-	329,487	7.24	326,037	-	326,037	7.16	(0.08)
c	Others									
i	Non-Resident Indians	17,782	75	17,857	0.39	11,300	75	11,375	0.25	(0.14)
ii	Clearing Members	4,244	-	4,244	0.09	1,623	-	1,623	0.04	(0.06)
iii	Trusts	250	-	250	0.01	50	-	50	0.00	(0.00)
iv	Investor Education and Protection Fund	25,263	-	25,263	0.56	27,375	-	27,375	0.60	0.05
	Sub-Total (B)(2)	**1,806,662**	**132,335**	**1,938,997**	**42.60**	**1,826,374**	**112,623**	**1,938,997**	**42.60**	**0.00**
	Total Public Shareholding (B) = (B)(1) + (B)(2)	**1,806,869**	**134,085**	**1,940,954**	**42.65**	**1,826,581**	**114,373**	**1,940,954**	**42.65**	**-**
C	SHARES HELD BY CUSTODIAN FOR GDRs AND ADRs	-	-	-	-	-	-	-	-	-
	GRAND TOTAL (A+B+C)	**4,417,035**	**134,085**	**4,551,120**	**100**	**4,436,747**	**114,373**	**4,551,120**	**100**	**-**

ii) Shareholding of Promoters

Sr. No.	Shareholder Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	No. of shares	% of total shares of the Company	% of shares pledged / encumbered to total shares	
1	Multi-Act Industrial Enterprises Limited, Mauritius	2,610,066	57.35	-	2,610,066	57.35	-	-
2	Multi-Act Trade and Investments Private Limited	100	0.00	-	100	0.00	-	-
	Total	**2,610,166**	**57.35**	**-**	**2,610,166**	**57.35**	**-**	**-**

iii) Change in Promoters' shareholding

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

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

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
1	**Vikram Pratapbhai Kotak #**				
	At the beginning of the year	**1,03,000**	**2.263**	**1,03,000**	**2.263**
	Increase/Decrease during the year				
	Sold on May 11, 2018	(3,000)	(0.066)	100,000	2.197
	Sold on June 8, 2018	(1,136)	(0.025)	98,864	2.172
	Sold on June 15, 2018	(8,601)	(0.189)	90,263	1.983
	Sold on June 22, 2018	(11,133)	(0.245)	79,130	1.739
	Sold on June 29, 2018	(857)	(0.019)	78,273	1.720
	Sold on July 6, 2018	(1,639)	(0.036)	76,634	1.684
	Sold on July 13, 2018	(8,634)	(0.190)	68,000	1.494
	Sold on July 20, 2018	(1,178)	(0.026)	66,822	1.468
	Sold on July 27, 2018	(1,822)	(0.040)	65,000	1.428
	Sold on August 3, 2018	(13,720)	(0.301)	51,280	1.127
	Sold on August 10, 2018	(4,780)	(0.105)	46,500	1.022
	Sold on August 17, 2018	(3,020)	(0.066)	43,480	0.955
	Sold on August 24, 2018	(4,480)	(0.098)	39,000	0.857
	Sold on August 31, 2018	(9,000)	(0.198)	30,000	0.659
	Sold on September 9, 2018	(8,025)	(0.176)	21,975	0.483
	Sold on September 14, 2018	(432)	(0.009)	21,543	0.473

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	Sold on September 21, 2018	(3,910)	(0.086)	17,633	0.387
	Sold on September 28, 2018	(383)	(0.008)	17,250	0.379
	Sold on October 5, 2018	(28)	(0.001)	17,222	0.378
	Sold on October 12, 2018	(1,722)	(0.038)	15,500	0.341
	Sold on October 19, 2018	(2,026)	(0.045)	13,474	0.296
	Sold on November 2, 2018	(2,740)	(0.060)	10,734	0.236
	Sold on November 9, 2018	(4,734)	(0.104)	6,000	0.132
	Sold on November 16, 2018	(6,000)	(0.132)	-	-
	At the end of the year			**-**	**-**
2	**Ajinkya Electromelt Pvt. Ltd.**				
	At the beginning of the year	70,379	1.546	70,379	1.546
	Increase / Decrease during the year			-	-
	At the end of the year			**70,379**	**1.546**
3	**Ashok Kumar Jain**				
	At the beginning of the year	**48,571**	**1.067**	**48,571**	**1.067**
	Increase / Decrease during the year				
	Purchased on May 11, 2018	17,537	0.385	66,108	1.453
	Purchased on May 18, 2018	4,500	0.099	70,608	1.551
	Purchased on June 8, 2018	5,864	0.129	76,472	1.680
	Purchased on June 15, 2018	1,799	0.040	78,271	1.720
	Purchased on June 22, 2018	8,100	0.178	86,371	1.898
	Purchased on July 13, 2018	10,863	0.239	97,234	2.136
	Purchased on July 20, 2018	178	0.004	97,412	2.140
	Purchased on August 3, 2018	3,535	0.078	100,947	2.218
	Purchased on September 21, 2018	4	0.000	100,951	2.218
	Purchased on November 2, 2018	90	0.002	101,041	2.220
	Purchased on March 15, 2019	12,556	0.276	113,597	2.496
	At the end of the year			**113,597**	**2.496**
4	**Alka Jain ***				
	At the beginning of the year	-	-	-	-
	Increase / Decrease during the year				
	Purchased on May 25, 2018	7,567	0.166	7,567	0.166
	Purchased on June 1, 2018	10,183	0.224	17,750	0.390
	Purchased on June 8, 2018	3,497	0.077	21,247	0.467
	Purchased on June 15, 2018	8,161	0.179	29,408	0.646
	Purchased on June 22, 2018	2,970	0.065	32,378	0.711

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	Purchased on September 21, 2018	119	0.003	32,497	0.714
	Purchased on November 30, 2018	684	0.015	33,181	0.729
	Purchased on March 15, 2019	4,500	0.099	37,681	0.828
	Purchased on March 22, 2019	6,030	0.132	43,711	0.960
	Purchased on March 29, 2019	90	0.002	43,801	0.962
	At the end of the year			**43,801**	**0.962**
5	**Hemant Pratapbhai Kotak**				
	At the beginning of the year	**39,200**	**0.861**	**39,200**	**0.861**
	Increase / Decrease during the year				
	Sold on April 6, 2018	(150)	(0.003)	39,050	0.858
	Sold on April 13, 2018	(3,452)	(0.076)	35,598	0.782
	Sold on April 20, 2018	(213)	(0.005)	35,385	0.778
	Sold on April 27, 2018	(2,916)	(0.064)	32,469	0.713
	Sold on May 4, 2018	(2,469)	(0.054)	30,000	0.659
	Sold on May 11, 2018	(1,800)	(0.040)	28,200	0.620
	Sold on May 18, 2018	(6,200)	(0.136)	22,000	0.483
	Sold on May 25, 2018	(9,500)	(0.209)	12,500	0.275
	Sold on June 1, 2018	(12,500)	(0.275)	-	-
	At the end of the year			**-**	**-**
6	**Rajiv Malhotra**				
	At the beginning of the year	27,200	0.598	27,200	0.598
	Increase / Decrease during the year	-	-	-	-
	At the end of the year			**27,200**	**0.598**
7	**Investor Education & Protection - - Fund Authority**				
	At the beginning of the year	25,263	0.555	25,263	0.555
	Increase / Decrease during the year				
	Transferred on November 16, 2018	2,112	0.046	27,375	0.602
	At the end of the year			**27,375**	**0.602**
8	**Jamshed Framroz Mehta#**				
	At the beginning of the year	25,091	0.551	25,091	0.551
	Increase / Decrease during the year				
	Sold on April 27, 2018	(4,547)	(0.100)	20,544	0.451
	Sold on May 4, 2018	(3,680)	(0.081)	16,864	0.371
	Sold on May 11, 2018	(8,047)	(0.177)	8,817	0.194
	Sold on May 18, 2018	(4,676)	(0.103)	4,141	0.091

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	Sold on May 25, 2018	(2,787)	(0.061)	1,354	0.030
	Sold on June 8, 2018	(1,354)	(0.030)	-	-
	At the end of the year			-	-
9	**Pravin Mithalal Gandhi**				
	At the beginning of the year	**22,156**	**0.487**	**22,156**	**0.487**
	Increase / Decrease during the year				
	Purchased on October 5, 2018	509	0.011	22,665	0.498
	At the end of the year			**22,665**	**0.498**
10	**G Shankar ***				
	At the beginning of the year	-	-	-	-
	Increase / Decrease during the year				
	Purchased on August 3, 2018	7,307	0.161	7,307	0.161
	Purchased on August 10, 2018	3,990	0.088	11,297	0.248
	Purchased on August 17, 2018	4,050	0.089	15,347	0.337
	Purchased on August 24, 2018	400	0.009	15,747	0.346
	Purchased on August 31, 2018	1,000	0.022	16,747	0.368
	Purchased on November 16, 2018	2,962	0.065	19,709	0.433
	Purchased on November 23, 2018	400	0.009	20,109	0.442
	Purchased on December 14, 2018	515	0.011	20,624	0.453
	Purchased on December 21, 2018	38	0.001	20,662	0.454
	Purchased on January 18, 2019	460	0.010	21,122	0.464
	Purchased on March 8, 2019	627	0.014	21,749	0.478
	Sold on March 15, 2019	(649)	(0.014)	21,100	0.464
	Sold on March 22, 2019	(200)	(0.004)	20,900	0.459
	Purchased on March 29, 2019	900	0.020	21,800	0.479
	At the end of the year			**21,800**	**0.479**
11	**Subramanian P ***				
	At the beginning of the year	**4,390**	**0.096**	**4,390**	**0.096**
	Increase / Decrease during the year				
	Purchased on September 28, 2018	700	0.015	5,090	0.112
	Purchased on October 5, 2018	910	0.020	6,000	0.132
	Purchased on October 19, 2018	3,175	0.070	9,175	0.202
	Purchased on October 26, 2018	885	0.019	10,060	0.221
	Purchased on November 23, 2018	970	0.021	11,030	0.242
	Purchased on December 14, 2018	560	0.012	11,590	0.255
	Purchased on December 28, 2018	900	0.020	12,490	0.274

Sr. No.	For each of the Top 10 Shareholders	Shareholding at the beginning of the year		Cumulative shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	Purchased on January 18, 2019	1,008	0.022	13,498	0.297
	Purchased on January 25, 2019	1,062	0.023	14,560	0.320
	Purchased on February 15, 2019	2,700	0.059	17,260	0.379
	Purchased on February 22, 2019	407	0.009	17,667	0.388
	Purchased on March 1, 2019	2,375	0.052	20,042	0.440
	Purchased on March 8, 2019	548	0.012	20,590	0.452
	At the end of the year			**20,590**	**0.452**
12	**C H Kiron**				
	At the beginning of the year	**20,000**	**0.439**	**20,000**	**0.439**
	Increase / Decrease during the year	-	-	-	-
	At the end of the year			**20,000**	**0.439**
13	**Muktilal Ganulal Paldiwal**				
	At the beginning of the year	**17,191**	**0.378**	**17,191**	**0.378**
	Increase / Decrease during the year	-	-	-	-
	At the end of the year			**17,191**	**0.378**
14	**Surabhakti Commodities (P) Ltd.**				
	At the beginning of the year	15,998	0.352	15,998	0.352
	Increase / Decrease during the year				
	Sold on November 30, 2018	(15,998)	(0.352)	-	-
	Purchased on March 29, 2019	15,998	0.352	15,998	0.352
	At the end of the year			**15,998**	**0.352**
15	**Nalinkant Chaturbhuj Asher**				
	At the beginning of the year	14,105	0.310	14,105	0.310
	Increase / Decrease during the year	-	-	-	-
	At the end of the year	**14,105**	**0.310**	**14,105**	**0.310**
16	**Rajiv Malhotra**				
	At the beginning of the year	**12,973**	**0.285**	**12,973**	**0.285**
	Increase / Decrease during the year	-	-	-	-
	At the end of the year	**12,973**	**0.285**	**12,973**	**0.285**

Ceased to be in the list of Top 10 shareholders as on March 31, 2019. The same has been reflected above since the shareholder was one of the Top 10 shareholders as on April 1, 2018.

* Not in the list of Top 10 shareholders as on April 1, 2018. The same has been reflected above since the shareholder was one of the Top 10 shareholder as on March 31, 2019.

v) Shareholding of Directors and Key Managerial Personnel

Shareholding of Directors:

None of the Directors hold shares of the Company except as stated below :

Category	Number of shares	Percentage (%)
Mr. Hemraj Asher	556	0.01

Shareholding of Key Managerial Personnel:

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

V. INDEBTEDNESS:

(₹ in Lakh)

	Secured loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	1,203.44	-	-	**1,203.44**
ii) Interest due but not paid	4.11	-	-	4.11
iii) Interest accrued but not due	-	-	-	-
Total (i+ ii + iii)	**1,207.55**	**-**	**-**	**1,207.55**
Change in Indebtedness during the financial year				
i) Addition	209.61	-	-	209.61
ii) Reduction	(155.78)	-	-	(155.78)
Net Change	**53.83**	**-**	**-**	**53.83**
Indebtedness at the end of the financial year				
i) Principal Amount	1,261.35	-	-	1,261.35
ii) Interest due but not paid	0.03	-	-	0.03
iii) Interest accrued but not due	-	-	-	-
Total (i + ii + iii)	**1,261.38**	**-**	**-**	**1,261.38**

VI. Remuneration of Directors and Key Managerial Personnel:

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

(₹ in Lakh)

Sr. No.	Particulars of Remuneration	Mr. Vinod Vazhapulli (Manager)	Total Amount
1)	Gross Salary		
	• Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	51.38	**51.38**
	• Value of Perquisites under Section 17(2) of the Income Tax Act, 1961		
	• Profit in lieu of Salary under Section 17(3) of the Income Tax Act, 1961	-	**-**
2)	Stock Option	-	**-**
3)	Sweat Equity	-	**-**
4)	Commission		
	• As percent of profit	-	**-**
	• Others, Specify	-	**-**
5)	Others, please specify	-	**-**
	Total (A)	**51.38**	**51.38**
	Ceiling as per the Act *	**168.00**	

* Mr. Vinod Vazhapulli was appointed by the Board of Directors as the Manager (designated as "Chief Executive Officer") under the Companies Act, 2013, with effect from January 16, 2017, for a period of 3 years. Further, his appointment and remuneration were approved by the members by way of a special resolution in the 63rd Annual General Meeting held on August 11, 2017. The remuneration paid to him for the financial year under review is within the maximum limit approved by the members. Mr. Vinod Vazhapulli, however, has resigned from the services of the Company with effect from December 31, 2018.

B. Remuneration to Other Directors

(₹ in Lakh)

Particulars of Remuneration	Name of Directors									Total Amount
Independent Directors and other Non-Executive Directors	Mr. K. K. Trivedi	Mr. Prashant Trivedi	Mr. H.C. Asher	Mr. J.M. Kothary	Mr. Sudhir Merchant	Dr. Sangeeta Pandit	Mr. Darshan Bhatia	Mr. Mehul Trivedi	Mr. S. Karkam-kar	
• Fees for attending the Board Meetings	0.60	1.80	3.65	3.65	3.45	2.40	0.60	1.85	0.60	18.60
• Commission		-	-	-	-	-	-	-	-	-
• Others – Consultancy Fee	-	-	-	-	-	-	-	-	7.50	7.50
Total Managerial Remuneration	0.60	1.80	3.65	3.65	3.45	2.40	0.60	1.85	8.10	26.10
Ceiling as per the Act	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting

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

(₹ in Lakh)

Sr. No.	Particulars of Remuneration	*Mr. Vinod Vazhapulli (CEO)	**Mr. Krishna Suvarna (CFO)	#Mr. Kishor Makwana (CFO)	##Ms. Jaimeet Sial** (Company Secretary)	Total Amount
1)	Gross Salary					
	• Salary as per provisions contained in Section 17(1) of the Income Tax Act, 1961	51.38	19.55	17.19	11.16	99.28
	• Value of Perquisites under Section 17(2) of the Income Tax Act, 1961		-		-	-
	• Profit in lieu of Salary under Section 17(3) of the Income Tax Act, 1961		-		-	-
2)	Stock Option		-		-	-
3)	Sweat Equity		-		-	-
4)	Commission					
	• As percent of profit					
	• Others, Specify					
5)	Others, please specify		-		-	-
	Total	**51.38**	**19.55**	**17.19**	**11.16**	**99.28**

* Resigned with effect from December 31, 2018

** Resigned with effect from October 9, 2018.

\# Appointed with effect from October 10, 2018.

Resigned with effect from March 20, 2019. Mr. Amogh Barve has been appointed as Company Secretary and Compliance officer with effect from April 4, 2019 in place of Ms. Jaimeet Kaur Sial.

VI. Penalties / Punishment / Compounding of Offences: NIL

For and on behalf of the Board of Directors

Prashant Trivedi
Chairman
(DIN : 00167782)

Place : Mumbai
Date : May 24, 2019

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

A) Industry Structure and Developments:

Carding is a mechanical process that disentangles and cleans fibres to produce a continuous web or sliver suitable for subsequent processing in a spinning mill. This is achieved by passing the fibres between surfaces moving at different speeds covered with card clothing wires. It breaks up locks and unorganised clumps of fibre and then aligns the individual fibers to be parallel with each other.

Card Clothing is, therefore, a critical input required by the spinning mills for producing quality yarn, which is then used by the textile industry for woven or knit fabrics. The demand for card clothing in the re-clothing market is entirely dependent on the current installed capacity of carding machines, the production rate of the carding machines installed by spinning mills and the consumption of fibre. Card Clothing is initially supplied together with the new carding machines and subsequently in the secondary / replacement market once the carding machine is due for re-clothing.

The total spindleage has increased marginally from 49 million spindles in 2013 – 2014 to 53 million spindles in 2017 – 2018. This would increase the demand for card clothing in the domestic market.

Although globally, India has the highest area of cotton under cultivation, the trend has been on the decline from 12.86 million hectares in 2014 – 2015 to 10.5 million hectares in 2016 – 17. In addition, the yield per hectare has shown a reducing trend from 511 kg/hectare to present value of 476 kg/hectare resulting in a reduction of total production from 38.6 million bales to 34.3 million bales.

However, there has been no supply constraints in raw cotton since domestic consumption of around 31.6 million bales, although low in comparison to annual production of cotton, has been compensated by a steady decline in export of cotton yarn. Export of cotton yarn has shown substantial decline from 2013 - 2014 from 1,313 million kgs to 1,096 million kgs in 2017 – 2018, after withdrawal of export incentives which have created a decline in margins.

The installed base of carding machines in India [in 2018] is approximately 27,000 cards of which very slow speed cards and slow speed cards with a production rate of {kg/hour} aggregate to around 6,300. High production cards, which have a production rate of {kg/hour} are around 13,900 and super production cards with production rate upwards of {Kg/hour} are around 6,800. The carding industry is transitioning from slow and very slow speed cards to high and very high-speed cards in India, as it has no longer become economical to operate slow production cards due to increasing cost of manpower and power. The annual increase in the demand for card clothing is estimated at 2% which is mainly in the category of super production cards.

In the European market, Rieter and Trutzschler are the major manufacturers of carding machines. Rieter, which owns Graf, supplies all its carding machines with Graf card clothing. Trutzschler cards are equipped with Trutzschler card clothing and are favoured by spinning mills processing coarse and medium counts. There are other myriad manufacturers of carding machines in China, although the international demand for those carding machines is limited due to their inability to match the technology of European and Indian manufacturers. Chinese suppliers are targeting the card clothing market of slow and medium speed cards by offering very low prices compared to the other competitors.

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

The major Indian manufacturers of carding machines are Lakshmi Machine Works (LMW) and Trutzschler India. Between the two major Indian carding machine manufacturers, LMW is well established and has the advantage of being able to provide a “bale to yarn” solution for new spinning mills. LMW carding machines are clothed with Lakshmi Card Clothing (LCC) and Groz Bekeart. Trutzschler India equips its carding machines with card clothing manufactured by Trutzschler in India or Germany. The Company, LCC and Groz Bekeart share the market for re-clothing of high production card segment manufactured by LMW and Trutzschler India and for some imported super production cards. These three Card Clothing manufacturers have been able to hold their share in this area by virtue of providing prompt service, quicker delivery and acceptable quality at reasonable prices.

The year 2018-19 evidenced a decline in the demand for card clothing in domestic market mainly due to acute pressure on spinning industry as a result of low cotton production, low domestic consumption of cotton, decline in exports of cotton yarn and increasing cotton prices. All this, in turn, impacted pattern of purchase of card clothing products and accessories in domestic market *(source : Citi Textile Times – April, 2019).*

B) SWOT Analysis:

Strengths

The Company through its institutional knowledge and vast experience has acquired a reputation of being able to provide solutions for many problems related to carding faced by spinning mills.

Strong sales and service support in all major spinning centers in India as well as a wide distribution network. The Company has also established its own sales and service office in Turkey.

The Company is perceived as a "value for money" brand in the market.

Strong brand recall due to its presence in the market for over 60 years.

The Company's premium re-clothing combination of Maxus Plus cylinder wire, Nextra 55 Tops and Aero doffer has demonstrated good results in the market and customers have accepted this combination for its consistent results and cost competitiveness.

Focus on Research & Development to continuously improve the processes and develop of new products.

Weaknesses

The Company does not have a close association with a leading carding machine manufacturer in and outside India.

Due to the transfer of its tops manufacturing business from its plant in Pune to Nalagarh, the Company was not unable to meet its entire delivery commitment.

Opportunities:

Improved competitiveness of the Indian textile spinning industry relative to the Chinese textile industry

The potential of unit volume growth in high production card market segments in which the Company has a lower share and in export markets.

Opportunities arising out of development of new products.

Expected growth in nonwoven and technical textile industry in India and overseas markets.

Promotional policies of the Government for the textile sector.

Threats

Competition from other card clothing manufacturers who have emerged as value for money provider placing pressure on margins.

C) Operations

i) Product-wise Operational performance:

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

Metallic:

Decrease in sales of the Metallic sector by approx. 7% in the financial year 2018-19 as compared to the previous financial year.

Non-woven:

Increase in sales of the non-woven sector by approx. 22% in the financial year 2018-19 as compared to the previous financial year.

Machines:

Decrease in sales of Machines sector by approx. 7% in the financial year 2018-19 as compared to the previous financial year.

Servicing:

Decrease in revenue from Servicing by approx. 1% in the financial year 2018-19 as compared to the previous financial year.

ii) Measures taken for improving the operational efficiency:

The year 2018-19 was a challenging year following the closure of its manufacturing plant in Pimpri, Pune. Although, the Company successfully shifted its operations to its plant at Nalagarh, Himachal Pradesh, during the interim period of the transfer, the Company was not able to fulfil its entire delivery commitment to its customers.

At the financial year ended 31 March 2019, all the activities related to the transfer of machinery, like construction of additional infrastructure, installation and commissioning of appropriate machinery and completion of trial production at the Nalagarh Plant were completed.

The Board of Directors of the Company and the entire Management Team is confident that the Nalagarh plant of the Company is set to cater to all the manufacturing requirements of the Company and shall be able to operate with full efficiency in the financial year 2019-20.

D) Outlook:

India's overall textile exports during FY 2017-18 stood at US$ 39.2 billion and is expected to increase to US$ 82.00 billion by 2021 from US$ 31.65 billion in FY 2019. The Indian textiles industry, currently estimated at around US$ 150 billion, is expected to reach US$ 250 billion by 2019. The Indian government has come up with a number of export promotion policies for the textiles sector. It has also allowed 100 per cent Foreign Direct Investment in the Indian textiles sector under the automatic route.

Huge Investments made by the Government under scheme for Integrated Textile Parks, rising per capita income, favourable demographics and a shift in preference to branded products are expected to boost the demand for textile industry. During the year 2019, the growth in private consumption is expected to create strong domestic demand for textiles. *(Source : IBEF)*

Since the demand for the card clothing products is highly dependent on the consumption of cotton by the spinning mills, concerns raised by The Cotton Advisory Board (CAB) where it estimated that for the year 2019 the cotton yield in India is likely to decline to a three-year low do not bode well for the growth of yarn production and as a corollary, card clothing. This estimate is based on its assessment of crop damage following drought in its major growing states including Gujarat and Maharashtra, the two states jointly contributing half of India's cotton output. Lower cotton sowing area and fall in yields due to less rain are the main reasons for the fall in output. *(Source : Cotton Statistics & News dated 8th January, 2019 published by Cotton Association of India).* The Confederation of Indian Textile Industry (CITI) has estimated that the cotton crop for the year 2019 may go as low as 343 Lakh bales as against 364 Lakh bales for the year 2018. *(Source : Citi Press Release da*ted April 15, 2019).

However, a comfortable stock from the earlier season is expected to alleviate the stress of output shortage due to uneven rainfall in the 2018-19 cotton season. Further, a stable demand for yarn will help minimise the impact on spinning mills' profitability.

During the financial year 2019-20, the Company will further continue to focus on its efforts related to improvements in plant efficiency and productivity and develop new products for latest generation of carding machines.

E) Risks and Concerns:

Card Clothing manufacturing contributes around 90% of the total operating revenue of the Company. The demand for card clothing in the re-clothing market is entirely dependent on the current installed capacity of carding machines, their production rate and consumption of fibre. Any slowdown in demand in the textile spinning industry, particularly cotton, directly impacts the prospects of the Company.

The Spinning Mills in India have faced following challenges during the year 2018-19:

Surplus production over domestic consumption of cotton yarn.

Substantial decline in exports of cotton yarn after 2013-14 when export incentives were withdrawn including steep declines in exports to China.

Increase in price of raw cotton without a corresponding increase in yarn prices increased working capital requirements for the mills and decreased their margins.

Manufacturing cost of cotton textiles in India is comparatively higher than other countries like Bangladesh and Vietnam.

In addition to the above, Card Clothing industry in India, which is a major supplier to the spinning mills virtually depend upon a single source supplier for commodities like steel, cotton and rubber due to the criticality of raw material required for manufacturing card clothing. The card clothing manufacturers have very little control over such suppliers. Apart from the risk associated with the volatility in raw material prices the Company is also exposed to other general risks related to volatility in Foreign Exchange rates, change in taxation structures, changes in interest rates, natural / manmade disasters, and political risks.

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

F) Internal control systems and their adequacy:

The Company has a costing system to help control costs and to take decisions on pricing. Pursuant to Notification No. G.S.R. 725(E) dated July 31, 2018 whereby the Companies (Accounts) Amendment Rules, 2018 were notified, the Company is maintaining the Cost Records under sub-section (1) of section 148 of the Companies Act, 2013. A certificate of M/s. Bhargave & Co., Cost Accountants has been obtained certifying that the Company has maintained the Cost Records as per the statutory requirements mentioned above.

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

The Company has a proper and well-established accounting and auditing system covering all areas of operations. ERP has been strengthened and more rigorous processes have been instituted and the same is being monitored on continuous basis. The Company functions with Oracle R12 ERP system thereby enabling seamless operations. The Company has taken all the necessary steps in preparing its ERP System as well as other internal systems for its smooth functioning in the Goods and Service Tax (GST) era.

The Company's manufacturing facility has ISO 9001 certification, which is renewed from time to time.

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

G) Financial performance and operational performance:

Standalone Financial Performance

During the year under review, the Company earned a total revenue of Rs. 4,938.75 Lakhs as against Rs. 6,578.44 Lakhs in the Previous Year. The after-tax loss incurred by the Company for the financial year 2018-19, has been Rs. 1,967.33 Lakhs against the after-tax loss of Rs. 1,781.14 Lakhs for the financial year 2017-18.

Consolidated Financial Performance

During the year under review, the Company along with its subsidiaries achieved a total consolidated revenue of Rs. 6,077.54 Lakhs for the year ended March 31, 2019, as against Rs. 7,818.75 Lakhs for the previous year ended March 31, 2018. The consolidated loss after tax for the year under review has been Rs. 2,049.44 Lakhs as against consolidated loss after tax of Rs. 1,814.16 Lakhs for the previous year.

H) Material developments in Human Resources / Industrial Relations:

During the year 2018-19, the Company amicably concluded a Memorandum of Settlement (MOS) on April 18, 2018 with its 83 unionised employees at it plant in Pimpri Pune for voluntary retirement and accordingly 83 employees voluntarily retired and their dues were paid as agreed in the MOS.

During the year under review, the Company also obtained a “No Objection” from Labour Commissioner, Mumbai confirming that there ~~is~~ are no pending legal liabilities on the part of the Company towards its unionised employees.

I) Key financial ratios, significant changes therein and its explanation:

Particulars	2018-19	2017-1873	Remarks
Debtors Turnover Ratio	84 days	73 days	The Sales have reduced by 27% while the reduction in debtors is 16% as compared to last year. This has resulted increase in number of days of receivables.
Inventory (FG) Turnover Ratio	24 days	26 days	Better utilisation of FG Inventory has helped in reduction in FG Inventory Turnover.
Interest Coverage Ratio	(6) times	(8) times	The reduction is due to reduction in losses by Rs. 407 Lakhs.
Current Ratio	1.65 times	1.76 times	Reduction in sales by 27% and increase in losses has deteriorated the current ratio by 0.11.
Debt Equity Ratio	0.20 times	0.14 times	Reduction in ratio is due to loss of Rs. 1,883 Lakhs.
Operating Profit Margin (%)	42.82%	50.05%	Increase in material cost by approx. 10% has mainly resulted in reduction in Operating Profit Margin.
Net Profit Margin (%)	-38.15%	-34.55%	Increase in material cost by approx. 10% has mainly resulted in reduction in Net Profit Margin.

J) Return on net worth, significant changes therein and its explanation:

Return on net worth for the financial year 2017-18 was -21% as against -31% for the financial year under review. Reduced sales and increase in material cost has resulted in increase in negative return on networth.

K) Cautionary Statement:

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

REPORT ON CORPORATE GOVERNANCE

Pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

1) COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Company's Corporate Governance Policy aims at ensuring transparency, accountability and integrity in all its operations and in its relations with all the stakeholders (i.e. investors, customers, employees, suppliers and Government) with a view to increase value for all of them.

2) BOARD OF DIRECTORS:

a) Composition:

As on March 31, 2019, the strength of the Board of Directors is Eight (8) and all the Directors are Non-Executive Directors including a woman Director. Out of the total number of Directors, five (5) are Independent Directors who constitute more than one-half of the total strength of the Board. The Company is in compliance with the requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") in respect of Corporate Governance.

b) Meetings of the Board of Directors:

During the financial year 2018-19, six (6) meetings of the Board of Directors of your Company were held. They were held on: April 6, 2018, May 29, 2018, July 26, 2018, September 14, 2018, October 30, 2018 and February 5, 2019.

c) Directors attendance record and other directorships held:

The composition, category of the Board of Directors, details regarding the attendance of the Directors at the Board Meetings and the Annual General Meeting held during the financial year 2018-19, alongwith the details in respect of Directorships and Committee positions of each director in other public limited companies where they are members/chairman, are presented in the following table:

Name of the director	Category of directorship	Board meetings attended	AGM attended	No. of directorships in other Indian public limited companies	Committee Memberships in other Indian public limited companies $	Chairmanship held out of the Committees shown in column no. (6)	Inter-se relationship
(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
Mr. Kunjbihari Trivedi* (DIN:00143783)	Chairman Emeritus Non-Executive Non-Independent (Promoter Group)	2	No	- -	- -	-	Father of Mr. Prashant Trivedi and Mr. Mehul Trivedi
Mr. Prashant Trivedi (DIN: 00167782)	Chairman Non-Executive Non-Independent (Promoter Group)	6	Yes	-	-	-	Son of Mr. Kunjbihari Trivedi and Brother of Mr. Mehul Trivedi
Mr. HemrajAsher** (DIN: 00024863)	Independent	6	Yes	4	5	1	-
Mr. Jyoteendra Kothary (DIN: 00015254)	Independent	6	Yes	2	5	2	-
Mr. Sudhir Merchant (DIN: 00033406)	Independent	6	Yes	2	4	2	-
Dr. Sangeeta Pandit (DIN: 06748608)	Independent	5	Yes	3	6	3	-
Mr. Mehul Trivedi (DIN: 00030481)	Non-Executive Non-Independent (Promoter Group)	6	Yes	1	1	-	Son of Mr. Kunjbihari Trivedi and Brother of Mr. Prashant Trivedi
Mr. Sanjeev kumar Karkamkar# (DIN: 00575970)	Non-Executive Non-Independent	3	No	1	0	0	-
Mr. Darshan Bhatia## (DIN: 8257246)	Independent	1	No	1	0	-	-

*Resigned with effect from February 5, 2019

**Ceased to be director of the Company with effect from April 1, 2019.

#Appointed as Additional Director of the Company with effect from July 29, 2018

##Appointed as Additional Independent Director of the Company with effect from October 30, 2018.

$ includes only chairmanship/membership of Audit Committee and Stakeholders Relationship Committee.

None of the Directors on the Board is a member of more than ten (10) committees and Chairman of more than five (5) committees across all the public companies in which they are Directors.

d) Name of other listed entities where Directors of the company are Directors and the category of Directorship:

Sr. No.	Name of Director	Name of listed entity in which concerned Director is a Director	Category of Directorship
1	Mr. Kunjbihari Kantilal Trivedi*	-	-
2	Mr. Prashant Kunjbihari Trivedi	-	-
3	Mr. Hemraj Chaturbhuj Asher**	Ingersoll-Rand (India) Ltd	Non-Executive - Independent Director
		Keltech Energies Ltd.	Non-Executive - Independent Director
		Monsanto India Ltd.	Non-Executive - Independent Director
4	Mr. Jyoteendra Mansukhlal Kothary	Harrisons Malayalam Ltd.	Non-Executive - Independent Director
5	Mr. Sudhir Ajitkumar Merchant	TCPL Packaging Limited	Non-Executive - Independent Director
6	Dr. Sangeeta Sanjeev Pandit	Zee Learn Limited	Non-Executive - Independent Director
		MT Educare Limited	Non-Executive - Independent Director
7	Mr. Darshan Vijaysinh Bhatia	-	-
8	Mr. Mehul Kunjbihari Trivedi	-	-
9	Mr. Sanjeevkumar Walchand Karkamkar	-	-

* Resigned with effect from February 5, 2019

** Ceased to be Director of the Company with effect from April 1, 2019

e) Code of Conduct:

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

All the Board Members and the Senior Management personnel of your Company have affirmed their compliance with the Code of Conduct for the year ended March 31, 2019. A declaration by the Director confirming that all the Board members and senior management personnel have affirmed compliance with the code of conduct of the Company and that they have not come across any instance of non-compliance of the Code during the year ended March 31, 2019, is included in the certificate from the Director and the Chief Financial Officer on the financial statements and other matters of the Company for the financial year ended March 31, 2019, which is enclosed as **Attachment – I** to this Report on Corporate Governance.

f) Skills/ Expertise/ Competence of the Board of Directors:

Technical/ Professional skills and specialized knowledge in relation to Company's business (Card Clothing and Realty).

Knowledge of Company's business policies, culture (including the Mission, Vision and Values), major risks/ threats and potential business opportunities in the industry in which the Company operates.

Financial and Management skills.

Technical / professional skills and specialized knowledge of Company's business.

Marketing Strategy, Competitive Analysis, Innovation and Research and Development.

Corporate Governance, Human Resource Development, Administration.

Behavioral skills, attributes and competencies to use their knowledge to contribute effectively to the growth of the Company.

3 AUDIT COMMITTEE:

a) Brief Description and Terms of Reference:

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

Through notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, Securities and Exchange Board of India (SEBI) issued SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations") which brought several amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). The Amendment Regulations required all the listed entities to amend the terms of reference of the committees of the Board of Directors of the Company, required to be mandatorily constituted. Hence, the terms of reference of Audit Committee were amended to give effect to the said amendment.

The amended terms of reference of the Audit Committee are stated below in brief:

Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.

Recommending to the Board the appointment, re-appointment and if required, the replacement or removal of the statutory auditors and the fixation of audit fees and confirm their independence.

Approval of payment to statutory auditors for any other services rendered, if authorised by the Board.

Review with the management, the quarterly financial statements before submission to the Board for approval and secure certificate from CFO in terms of Regulation 17(8) of the Listing Regulations.

Evaluate internal financial controls and risk management systems.

Review with the management, performance of statutory and internal auditors and adequacy of the internal control systems.

reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the effective date of the Amendment Regulations.

Any other terms of reference as may be included from time to time in the Listing Regulations.

b) Composition and attendance at the Audit Committee meetings:

At the beginning of the financial year 2018-2019, the Audit Committee comprised of four(4) members and all of whom were Independent Directors.

During the year under review four (4) meetings of the Audit Committee were held, viz., May 29, 2018, July 26, 2018, October 30, 2018 and February 5, 2019.

The composition of the Audit Committee as on March 31, 2019 and attendance of members in the meetings held during the financial year 2017-18is as under:

Name of the Member	No. of meetings attended
Mr.Jyoteendra Kothary (Chairman)	4
Mr. Hemraj Asher (Member) *	4
Mr. Sudhir Merchant (Member)	4
Dr. Sangeeta Pandit (Member)	3

*Ceased to be the Director of the Company with effect from April 1, 2019.

Mr. Hemraj Asher, an Independent Director of the Company ceased to be the Director of the Company with effect from April 1, 2019. He was a member of the Audit Committee. The Board of Directors in its meeting held on April 4, 2019, reconstituted the Audit Committee as given below:

Sr. No.	Name of the Member
1	Mr. Jyoteendra Kothary (Chairman)
2	Mr. Sudhir Merchant (Member)
3	Dr. Sangeeta Pandit (Member)

The Company Secretary is the Secretary of the Committee.

4) NOMINATION & REMUNERATION COMMITTEE:

a) Brief Description and Terms of Reference:

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

Through notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, Securities and Exchange Board of India (SEBI) issued SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations") which brought several amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). The Amendment Regulations have now specified the requirement of quorum of the Nomination and Remuneration Committee meeting as well as about holding of at least one meeting in a financial year. Further, it required all the listed entities to amend the terms of reference of the committees of the Board of Directors of the Company, required to be mandatorily constituted. Hence, the terms of reference of Nomination and Remuneration Committee were amended to give effect to the said amendment.

The amended terms of reference of the Nomination & Remuneration are stated below in brief:

formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to, the remuneration of the directors, key managerial personnel and other employees;

formulation of criteria for evaluation of performance of Independent Directors and the Board;

devising a policy on Board diversity;

identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;

whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors; and

recommend to the Board, all remuneration, in whatever form, payable to senior management.

b) Composition and attendance at the Nomination & Remuneration Committee meetings:

The Nomination & Remuneration Committee comprises three (3) members and all are Independent Directors.

During the year under review three(3) meetings of the Nomination & Remuneration Committee were held on July 26, 2018, October 30, 2018 and February 5, 2019.

The composition of the Nomination & Remuneration Committee as on March 31, 2019 and attendance of members in the meetings held during the financial year 2018-19 is as under:

Name of the Member	No. of meetings attended
Mr. Hemraj Asher (Chairman) *	3
Mr. Jyoteendra Kothary (Member)	3
Mr. Sudhir Merchant (Member)	3

*Ceased to be the Director of the Company with effect from April 1, 2019.

Mr. Hemraj Asher, an Independent Director of the Company ceased to be the Director of the Company with effect from April 1, 2019. He was a Chairman of the Nomination and Remuneration Committee. The Board of Directors in its meeting held on April 4, 2019, reconstituted the Committee.

Following is the composition of the Committee after the said reconstitution:

Sr. No.	Name of the Member
1	Mr. Sudhir Merchant (Chairman)
2	Mr. Jyoteendra Kothary (Member)
3	Mr. Sanjeevkumar Karkamkar

The Company Secretary is the Secretary of the Committee.

c) Nomination & Remuneration Policy:

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

Pursuant to the Amendment Regulations, the Company revised its “Nomination & Remuneration Policy” wherein the terms of reference of the Nomination and Remuneration Committee were amended to include the recommendation to the Board by the Committee, all remuneration, in whatever form, payable to Senior management.

During the year, the Board carried out an Annual Evaluation of its own performance and the performance of individual Directors, as well as evaluation of Committees of the Board in its meeting held on February 5, 2019.

The Nomination and Remuneration Committee (NRC) has defined the evaluation criteria, procedure and time schedule for the Performance Evaluation process for the Board, its Committees and Directors. The revised nomination and remuneration policy as approved by the board is updated on company's website

d) Remuneration to Directors:

The Company pays remuneration by way of salary, variable pay, perquisites and allowances to its Manager.

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

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

The details of remuneration paid/payable to Directors of the Company during the financial year 2018-19 are as under:

(₹ in Lakh)

Particulars of Remuneration	Name of Directors									Total Amount
Independent Directors and other Non-Executive Directors	Mr. K. K. Trivedi	Mr. Prashant Trivedi	Mr. H.C. Asher	Mr. J.M. Kothary	Mr. Sudhir Merchant	Dr. Sangeeta Pandit	Mr. Darshan Bhatia	Mr. Mehul Trivedi	Mr. S. Karkam-kar	
• Fees for attending the Board Meetings	0.60	1.80	3.65	3.65	3.45	2.40	0.60	1.85	0.60	18.60
• Commission		-	-	-	-	-	-	-	-	-
• Others – Consultancy Fee	-	-	-	-	-	-	-	-	7.50	7.50
Total Managerial Remuneration	0.60	1.80	3.65	3.65	3.45	2.40	0.60	1.85	8.10	26.10
Ceiling as per the Act	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting	1.00/ Meeting

None of the Directors has any pecuniary relationships or transactions with the Company except by way of sitting fees paid to Non-Executive Directors.

Your Company presently does not have performance linked incentives for its Directors. No severance fee is payable.

5) STAKEHOLDERS' RELATIONSHIP COMMITTEE:

a) Brief Description and Terms of Reference:

Through notification No. SEBI/LAD-NRO/GN/2018/10 dated May 9, 2018, Securities and Exchange Board of India (SEBI) issued SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 ("the Amendment Regulations") which brought several amendments in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"). The Amendment Regulations have now specified the requirement of holding at least one meeting in a financial year. Further, it required all the listed entities to amend the terms of reference of the committees of the Board of Directors of the Company, required to be mandatorily constituted. Hence, the terms of reference of Stakeholders' Relationship Committee were amended to give effect to the said amendment.

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

resolving the grievances of the security holders of the Company including complaints related to transfer / transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new / duplicate certificates, general meetings, etc.;

review of measures taken for effective exercise of voting rights by shareholders;

review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent; and

review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company

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

The Stakeholders' Relationship Committee comprises of three (3) members and two (2) of them are Independent Directors.

During the year under review three (3) meetings of the Stakeholders' Relationship Committee were held, viz, on April 10, 2018, May 10, 2018 and May 29, 2018.

The composition of the Committee as on March 31, 2019 and attendance of members in the meetings held during the financial year 2018-19 are as under:

Name of the Member	No. of meetings attended
Mr. Jyoteendra Kothary (Chairman)	3
Mr. Hemraj Asher (Member) *	3
Mr. Mehul Trivedi (Member)	2

*Ceased to be the Director of the Company with effect from April 1, 2019.

Mr. Hemraj Asher, an Independent Director of the Company ceased to be the Director of the Company with effect from April 1, 2019. He was a member of the Stakeholders' Relationship Committee. The Board of Directors in its meeting held on April 4, 2019, reconstituted the Committee.

Following is the composition of the Committee after the said reconstitution:

Sr. No.	Name of the Member
1	Mr. Jyoteendra Kothary (Chairman)
2	Mr. Mehul Trivedi (Member)
3	Mr. Sanjeevkumar Karkamkar (Member)

Details regarding shareholders' complaints received by the Company during the financial year 2018-19 together with the status on its disposal is given below:

Shareholders' complaints received during the quarter ended	No. of complaints received	No. of complaints disposed-off during the quarter	Balance complaints
June 30, 2018	1	1	0
September 30, 2018	1	1	0
December 31, 2018	1	1	0
March 31, 2019	1	1	0

There were no pending share transfers and complaints as on March 31, 2019.

6) CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

a) Brief Description and Terms of Reference:

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

Formulate and recommend to the Board, a CSR policy;

Recommend the amount of expenditure incurred on the activities as mentioned in Schedule VII of the Companies Act, 2013; &

Monitor the CSR policy from time to time.

b) Composition and attendance at the CSRmeeting:

The Board has constituted a CSR Committee consisting of the following members:

Name of the Member	Designation
Mr. Prashant Trivedi	Chairman (Non-Independent Non-Executive Director)
Mr. Mehul Trivedi	Member (Non-Independent Non-Executive Director)
Mr. Sudhir Merchant	Member (Independent Director)

The Company Secretary is the Secretary of the Committee.

The CSR Committee did not meet during the year.

Considering the threshold requirements specified under Section 135 of the Companies Act, 2013, the Company was not liable to spend for CSR activities for the financial year 2018-19 and hence, has not spent any amount thereof.

7) INVESTMENT COMMITTEE:

a) Brief Description and Terms of Reference:

The Investment Committee is authorized to invest of surplus funds of the Company in shares, debentures, bonds and other recognized securities of companies listed on the Stock Exchanges in India, in government securities, bonds issued by public sector companies / corporations or in units issued by recognized mutual funds for cash in one or more tranches up to an aggregate amount not exceeding Rs. 150 Crores in liquid investments, investment in real-estate or any other capital investment subject to the provision of section 186 of the companies Act 2013.

b) Composition and attendance at the Investment Committee meeting:

The Investment Committee comprises of three (3) members out of which two (2) are Independent Directors.

The composition of the Committee as on March 31, 2019 and attendance of members in the meeting held during the financial year 2018-19 are as under:

Sr. No.	Name of the Member
1	Mr. Jyoteendra Kothary (Chairman)
2	Mr. Sudhir Merchant (Member)
3	Mr. Prashant Trivedi (Member)

The Company Secretary is the Secretary of the Committee.

No meeting was held during the financial year 2018-2019.

8) MEETING OF THE INDEPENDENT DIRECTORS:

A separate meeting of the Independent Directors of the Company as per the requirements of Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the Listing Regulations was held on February 5, 2019, without the attendance of Non-Independent Directors and the members of the management, *interalia*, to discuss the following:

Review the performance of Non-Independent Directors and the Board of Directors as a whole;

Review the performance of the Chairman of the Company, taking into account the views of the Non-Executive Directors;

Assess the quality, content and time lines of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

All the independent Directors were present at the meeting.

9) PERFORMANCE EVALUATION:

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

The revised criteria / manner for evaluation as recommended by the Nomination & Remuneration Committee and approved by the Board in its meeting held on February 11, 2017, is as stated below:

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

- Structure of the Board covering the following:
  - Competency of directors
  - Experience of directors
  - Mix of qualifications of directors
  - Diversity in Board under various parameters
  - Process of appointment to the Board.

Meetings of the Board covering the following:
- Regularity and frequency of meetings
- Quality of agenda
- Quality of discussions at the meeting
- Recording of dissent of director at the meeting
- Proper recording of minutes

Key responsibilities and functions of the Board covering the following:
- Roles and responsibilities of the Board as defined under the statute
- Strategy and performance evaluation
- Governance and compliance
- Evaluation of Risks
- Investor Grievance redressal
- Conflict of interest
- Stakeholder value and responsibility
- Corporate culture and values
- Review of Board evaluation
- Facilitation of independent directors

Board and Management:
- Evaluation of performance of the management and feedback
- Independence of the management from the Board
- Access of the management to the Board and *vice versa*
- Adequate Secretarial support for conducting Board Meetings
- Availability of funds for the meetings, for seeking expert(s) opinion, etc.
- Succession plan

Professional development:
- Adequacy of induction and professional development programs made available to new and old directors.
- Training of continuing directors to ensure that the members of the Board are kept up to date.

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

Mandate and composition of the Committee

Effectiveness of the Committee

Structure of the Committee and its meetings

Independence of the Committee from the Board

Contribution to decisions of the Board

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

Qualifications, experience, knowledge and competency of the director

Understanding and fulfillment of the functions assigned by the Board and by the law

Ability to function as a team and to take initiative with respect to various areas

Attendance of the director at the meetings

Adequate Commitment of director towards the Board and the entity

Contributions made by the director at the Meetings of the Board and of the Committees

Performance characteristics of the Director such as integrity and commitment to the Board and the Company, acting in good faith, exercising reasonable care, skill and diligence, independent judgment and avoiding conflict of interest situation.

In case of a chairperson, additional consideration to be given to:

Effectiveness of leadership and ability to steer the meetings

Impartiality in conducting discussions, seeking views and dealing with dissent

Commitment and ability to keep shareholders' interests in mind during discussions and decisions.

10) FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS:

Pursuant to provisions of Regulation 25(7) of the Listing Regulations, during the year 2018-19, the Company prepared and pursued the Familiarization Programme for Independent Directors as hosted on Company's website at:

http://cardindia.com/wp-content/uploads/2019/05/Details-of-Familarisation-Programmes-imparted-to-the-Independent-Directors-during-the-year-2018-2019.pdf

11) ADDITIONAL INFORMATION REQUIRED UNDER REGULATION 36 OF THE LISTING REGULATIONS:

Additional information as required under Regulation 36(3) of the Listing Regulations in respect of Director seeking appointment / re-appointment is provided as Attachment – I to the Notice convening 65th Annual General Meeting.

12) DISCLOSURES:

a) Materially Significant Related Party Transactions ("RPT"):

All related party transactions form part of the Notes to the Financial Statements.

Mr. Sanjeevkumar Karkamkar (DIN: 00575970) is a Non-Executive Non-Independent Director of the Company. He was appointed as Additional Director of the Company in the Board Meeting held on July 26, 2018 with effect from July 29, 2018.

The Board of Directors of the Company, with prior approval of the Audit Committee, further appointed Mr. Sanjeevkumar Karkamkar as consultant of the Company in the Board Meeting held on February 5, 2019. Mr. Karkamkar being the related party to the company, his appointment as Consultant of the Company was approved by the Members of the Company on March 26, 2019 by passing Special Resolution through Postal Ballot.

The above materially significant related party transaction does not have any potential conflict with the interest of the Company.

The Register of Contracts containing transactions, in which Directors are interested, is placed before the Board regularly.

Pursuant to the Amendment Regulations, the Company revised its "Policy on Related Party Transactions" wherein the threshold limit on Related Party Transactions was amended to 10% during a financial year.The RPT Policy is placed on the Company's website at http://cardindia.com/wp-content /uploads/2018/01/ICCPolicy-on-Related Party Transactions.pdf

b) Accounting Treatment:

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

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

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

d) Policy for determining material subsidiaries:

The Company has disclosed the policy for determining material subsidiaries as per the requirement of Regulation 46(2)(h) of the Listing Regulationson its website: http://cardindia.com/wpcontent /uploads/2018/01/ICC-Policy-on-Material Subsidiaries.pdf.

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

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

f) Statutory Compliance, Strictures and Penalties:

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

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

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

g) Reconciliation of Share Capital:

Pursuant to Regulation 55(A) of the SEBI (Depositories and Participants) Regulations, 1996, Vivek Divekar & Co., Company Secretaries-in-Practice (for the Quarter ended June 30, 2018) and Mr. S Anand S S Rao, Company Secretary in Practice (For the Quarters ended September 30, 2018, December 31, 2018 and March 31, 2019) carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited and Central Depository Services (India) Limited ("the Depositories") and the total issued and listed capital. The audit confirms that the total issued / paid-up capital is in agreement with the aggregate of the total number of shares in physical form and the total number of shares held with the Depositories in dematerialized form.

h) Vigil Mechanism:

The Company has established a vigil mechanism as per Regulation 22 of the Listing Regulations. oversees through the committee, the genuine concerns expressed by the employees and other Directors. The Company has provided adequate safeguards against victimization of employees and Directors who express their concerns. The Company has also provided the complainant direct access to the Chairman of the Audit Committee.

Pursuant to the Notification No. SEBI/LAD/NRO/GN/2018/59 dated December 31, 2018 Securities and Exchange Board of India ("SEBI") notified the SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018 ('the Amendment Regulations") bringing amendment in the SEBI (Prohibition of Insider Trading), 2015 with effect from April 1, 2019. Pursuant to the Amendment Regulations, the Company revised its "Vigil Mechanism Policy", the details of which have been provided in the Corporate Governance Report and also posted on the website of the Company at: http://cardindia.com/wp-content/ uploads /2019/03/Policy-on-Vigil-Mechanism-Revised-w.e.f.-01.04.2019.pdf

i) Compliance Certificate under Regulation 17(8) of the Listing Regulations:

A compliance certificate from the Director and the Chief Financial Officer of the Company, on the Financial Statements and other matters of the Company for the financial year ended March 31, 2019, is provided as **Attachment – I** to this Report on Corporate Governance.

13) MEANS OF COMMUNICATION:

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

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

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

14) DISCRETIONARY REQUIREMENTS:

Pursuant to the Regulation 27(1) of the Listing Regulations, the Company is complying with following discretionary requirements:

a) The Company's financial statement for the financial year 2018-19 does not contain any modified audit opinion.

b) The Company has appointed separate person to the post of Chairperson and Chief Executive Officer.

c) The Internal Auditor of the Company directly reports to the Audit Committee.

15) GENERAL SHAREHOLDER INFORMATION:

a) Details of the Annual General Meetings:

The details of previous three (3) Annual General Meetings of the Company are as follows:

Financial Year	Date and Time	Venue	Special Resolutions passed
2015-16	August 12, 2016, at 12:00 noon	Registered office of the Company	Approval to keep the Register and Index of Members and copies of all Annual Returns filed under Section 92 of the Companies Act, 2013, together with the copies of certificates and documents required to be annexed to the Annual Return or any other documents as may be required, at the office of the Registrar and Transfer Agent of the Company, i.e., Karvy Computer share Private Limited in Mumbai.
2016-17	August 11, 2017, at 12:00 noon	Registered office of the Company	Appointment of Mr. Vinod Vazhapulli as "Manager" of the Company, designated as the "Chief Executive Officer" for a period of three (3) years, with effect from January 16, 2017.
2017-18	July 26, 2018, at 12:00 noon	Registered office of the Company	No Special Resolution was passed in the Annual General Meeting.

b) Special Resolutions passed through Postal Ballot:

During the year under review, following resolutions were passed through Postal Ballot by majority:

Resolution – 1	:	Continuation of office of Mr. Jyoteendra Kothary (Director Identification Number – 00015254) as an Independent Director of the Company
Resolution – 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
Resolution – 3	:	Appointment of Mr. Sanjeevkumar Karkamkar (Director Identification Number – 00575970), Non-Executive & Non-Independent Director, as a consultant of the Company

The Voting Pattern of Postal Ballot held during the year is given below:

Particulars	Resolution – 1	Resolution – 2	Resolution – 3
Votes in favour of the resolution	26,23,696	26,23,659	26,23,626
Votes against the resolution	704	741	774
% to total votes cast in favour	99.97	99.97	99.97
% to total votes cast against	0.03	0.03	0.03

c) Person who conducted the Postal Ballot Exercise:

Mr. Ved Prakash
Designated Partner
S Anantha & Ved LLP
Company Secretaries

ICSI Membership Number: 36837
Certificate of Practice: 16986

d) Whether any special resolution is proposed to be conducted through postal ballot – NIL

e) Procedure for postal ballot:

Pursuant to the provisions of Section 110 and applicable provisions, if any of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 (the Rules) and Clause 35B of the Listing Agreement, Shareholders have passed Special resolutions through Postal Ballot and e-voting approving the Special Resolutions as mentioned in Clause (b) above.

Mr. Ved Prakash, Designated Partner, S. Anantha & Ved LLP, Company Secretaries (ACS: 36837 CP: 16986), the Scrutinizer for this purpose conducted the postal ballot and e-voting process. The procedure of the postal ballot and details of voting results were submitted to the stock exchanges and posted on the website of the Company www.cardindia.com.

f) AGM Information and Financial Year:

Day, Date and Time of AGM	:	Monday, July 29, 2019, at 12.00 noon
Venue	:	Sumant Moolgaonkar Auditorium, Ground Floor , A Wing, MCCIA Trade Tower, Senapati Bapat Road, Pune 411 016, Maharashtra.
Financial Year	:	April 1, 2018 to March 31, 2019
Date of Book Closure	:	July 23, 2019 to July 29, 2019 (Both days inclusive)

g) Listing on Stock Exchanges and Scrip Code:

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

i.	Name	:	National Stock Exchange of India Limited (“NSE”),
	Address	:	Exchange Plaza, C-1, Block – G, Bandra-Kurla Complex, Bandra (East), Mumbai – 400051.
	Symbol	:	INDIANCARD
	Series	:	EQ
ii.	Name	:	BSE Limited (“BSE”),
	Address	:	P. J. Towers,Dalal Street, Mumbai – 400001.
	Security ID	:	INDIANCARD
	Security Code	:	509692

The Company confirms that the Annual listing fees for each of the Stock Exchanges where shares of the Company are listed have been paid.

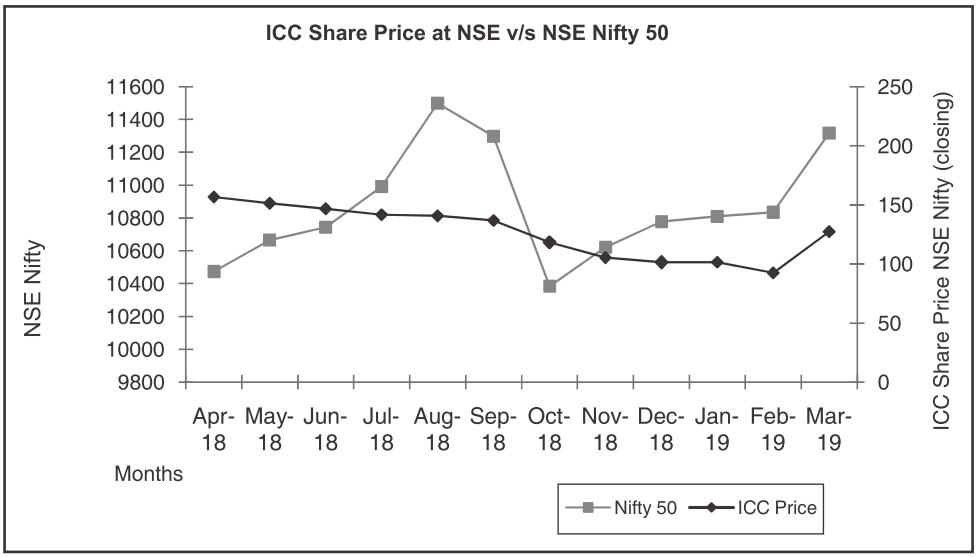
h) Market Price Data:

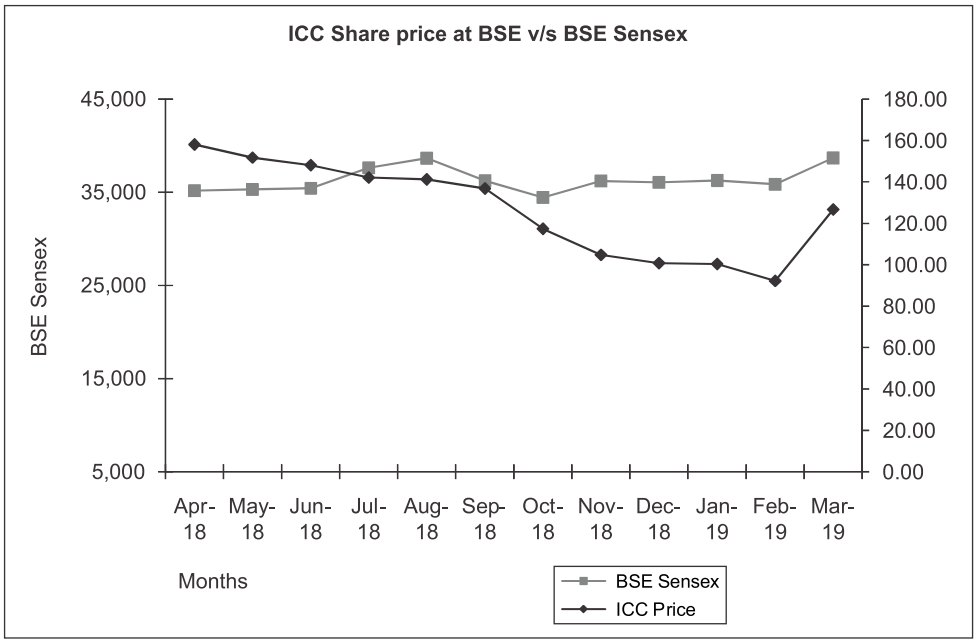
The monthly high and low quotations and volume of shares traded on BSE and NSE from April 1, 2018 upto March 31, 2019, is as follows:

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April 2018	171.00	142.60	170.00	144.25
May 2018	168.90	137.35	169.90	136.95
June 2018	159.40	133.25	156.95	136.00
July 2018	156.50	135.55	156.45	136.55
August 2018	149.00	136.30	149.80	136.10
September 2018	145.00	125.00	148.50	122.65
October 2018	136.00	101.60	134.75	101.00
November 2018	115.90	97.20	114.90	101.20
December 2018	108.40	93.05	105.80	95.35
January 2019	108.80	95.10	106.80	93.50
February 2019	104.95	83.25	104.95	81.95
March 2019	159.20	96.05	159.70	94.20

i) Share performance:

Share performance in comparison to BSE Sensex and NSE Nifty are graphically presented as given below:





j) Registrar & Transfer Agent:

Share transfer and transmission are processed by the Registrar & Transfer Agent of the Company ("RTA") i.e. Karvy Fintech Private Limited (Previously Karvy Computershare Private Limited) on fortnightly basis. The address of the RTA is as follows:

Karvy Fintech Private Limited
(Previously Karvy Computershare Private Limited)
Karvy Selenium, Tower B,
Plot No.31 & 32, Gachibowli,
Financial District, Nanakramguda,
Serilingampally,
Hyderabad – 500032.
Tel. : +91-40-67162222
Fax. : +91-40-23420814
E-mail : einward.ris@karvy.com

k) Share Transfer System:

The share transfer activities are carried out by our Registrar &Transfer Agent, the details of which are given above. Transfer in physical form has to be lodged with Registrar & Transfer Agent. The transfers are processed, if technically found to be in order and complete in all respects. As per directives issued by SEBI, it is compulsory to trade in the Company's equity shares in dematerialized form.

Effective April 1,2019, transfer of shares in physical form has ceased. Shareholders who had lodged their request for transfer prior to March 31, 2019 and, have received the same under objection can re-lodge the transfer request after rectification of the documents. Request for transmission of shares and dematerialization of shares will continue to be accepted.

Pursuant to the SEBI circular no. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018 and SEBI Notification SEBI/LAD-NRO /GN/ 2018/49 dated November 30, 2018, amendment to Regulation 40 (1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was made effective from April 1, 2019. As per the said Amendment, the shareholders of any listed entity who are holding securities in physical form, shall have to get their securities dematerialized in case they wish to transfer them. This amendment is not applicable to transmission and transposition of securities.

Hence, the shareholders of the Company are requested to get their securities dematerialized in order to receive the benefits linked to dematerialized securities.

All shares received for transfer were registered and dispatched within thirty days of receipts, if the documents were correct and valid in all respects. The time taken to process dematerialization of shares is ten days upon receipt of documents from Depository Participant.

l) Shareholding pattern as on March 31, 2019:

Category	Number of shares	Percentage (%)
Promoter and Promoter Group	26,10,166	57.35
Resident Individuals	16,37,614	35.98
Bodies Corporates	1,82,656	4.01
HUF	78,304	1.72
Non-Resident Indians	5,021	0.11
Clearing Members	1,623	0.04
Non-Resident Indian Non-Repatriable	6,354	0.14
Financial Institutions	1,782	0.04
Trusts	50	0.00
Banks	175	0.019
IEPF	27,375	0.60
TOTAL	**45,51,120**	**100.00**

Shareholding of Directors:

Category	Number of shares	Percentage (%)
Mr. Hemraj Asher	556	0.01

m) Distribution of shareholding as on March 31, 2019:

Category (Amount in Rs.)	No. of shareholders	Total holding in shares	Percentage of total shares (%)	Percentage of total holders (%)
1 – 5,000	8,711	7,14,875	15.71	94.88
5,001 – 10,000	238	1,85,234	4.07	2.59
10,001 – 20,000	111	1,67,819	3.69	1.21
20,001 – 30,000	47	1,14,544	2.52	0.51
30,001 – 40,000	19	65,949	1.45	0.21
40,001 – 50,000	16	73,548	1.62	0.17
50,001 – 1,00,000	24	1,79,296	3.94	0.26
1,00,001 & above	15	30,49,855	67.04	0.15
TOTAL	**9,460**	**45,51,120**	**100.00**	**100.00**

n) Dematerialization of shares and liquidity:

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

44,36,747(97.48%) number of shares are in the dematerialized form as on March 31, 2019.

o) Outstanding GDRs / ADRs/Warrants or convertible bonds, conservation dates and likely impact on liquidity:

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

p) Plant Locations:

Nalagarh (HP) Works
Village Manjholi,
Nalagarh Roper Road,
Tehsil Nalagarh,
Dist. Solan – 174101,
Himachal Pradesh, India.
Tel.: +91-1795-660400

q) Financial calendar of the Company relating to future immediate reporting:

The financial year covers the period from April 1, 2019 to March 31, 2020 and the calendar of the Company relating to future immediate reporting is given below:

Quarter ending June 30, 2019	Upto August 14, 2019
Half year ending September 30, 2019	Upto November 14, 2019
Quarter ending December 31, 2019	Upto February 14, 2020
Year ending March 31, 2020	Upto May 30, 2020
Annual General Meeting for the year ended March 31, 2020	Upto September 30, 2020

a) Details of unpaid or unclaimed dividend as on March 31, 2019:

Sr. No.	Year	Balance (Rs. Lakh)	Date of completion of 7 years*
1	For the financial year 2011-12 (Final)	2.35	September 13, 2019
2	For the financial year 2012-13	2.38	September 5, 2020
3	For the financial year 2013-14	2.35	September 3, 2021
4	For the financial year 2014-15	1.86	September 10, 2022
5	For the financial year 2015-16 (Interim)	8.64	June 23, 2023
6	For the financial year 2015-16 (Final)	1.92	September 15, 2023
7	For the financial year 2016-17 (Interim)	7.19	September 15, 2023
8	For the financial year 2016-17 (Final)	1.74	September 14, 2024

* Pursuant to the provisions of the Companies Act, 2013, ("the Act") dividend which remains unpaid or unclaimed for a period of seven (7) years from the date of its transfer to unpaid dividend account, is required to be transferred by the Company to the Investor Education and Protection Fund ("IEPF"), established by the Central Government under the provisions of the Act. Members are advised to claim their unpaid dividend lying in the unpaid dividend account of the Company before the due date.

As required under Section 124 of the Act, the Unclaimed Dividend amount aggregating to Rs. 1,80,638/- pertaining to the financial year ended on 31st March 2011 and Unclaimed Dividend amount aggregating to Rs. 5,86,130/- pertaining to the interim dividend of financial year 2011-2012, lying with the Company for a period of seven years were transferred during the financial year 2018-19, to the Investor Education and Protection Fund established by the Central Government.

Further,the Ministry of Corporate Affairs has notified new rules namely "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules,2016" which have come into force from September 7, 2016.The said Rules, amongst other matters, contain provisions for transfer of all shares in respect of which dividend has not been paid or claimed for seven (7) consecutive years in the name of IEPF Suspense Account. The details of unpaid /unclaimed dividend and number of shares liable to be transferred are available on our website i.e.www.cardindia.com.

Members are requested to note that no claim shall lie against the Company in respect of any dividend amount which was unpaid / unclaimed for a period of seven (7) years and transferred to the IEPF. However, members may claim from the IEPF authority, both unclaimed dividend amount and the shares transferred to IEPF Suspense Account as per the applicable provisions of the Act and Rules made thereunder.

According to the provisions of Section 124 of the Companies Act, 2013, 3,835 equity shares, in respect of which dividend had not been claimed by the members of the Company for seven consecutive years or more, have been transferred by the Company to the Investor Education and Protection Fund (IEPF) during the financial year 2018-2019. Details of shares transferred have been uploaded on the website of IEPF as well as the Company.

The dividend for the financial year ended March 31, 2012 which remains unclaimed for a period of seven years, becomes due for transfer on September 13, 2019 to the IEPF. Members who have not claimed their dividends are requested to send their claim to the Registrar & Transfer Agent of the Company, at the earliest.

s) Disclosure with respect to demat suspense account / unclaimed suspense account:

The Company does not have any shares in demat suspense account / unclaimed suspense account.

t) Address for Correspondence:

Registered Office:

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

u) During the year under review, the Company did not issue any debt instruments or fixed deposits or had undertaken any scheme or proposal involving mobilization of funds in India or abroad. Hence, the requirement of disclosure of credit ratings in respect of such debt instruments or fixed deposits or scheme or proposal are not applicable.

v) All the Directors of the Company have submitted a declaration stating that they are not debarred or disqualified by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any such statutory authority from being appointed or continuing as Directors of Companies.

In this regard, Mr. Harshal R. Joshi, Partner of Apte Joshi & Associates, Practicing Company Secretaries, has certified this fact in his separate certificate issued to the Company pursuant to the requirements of Schedule V to the Listing Regulations, which is enclosed as Attachment -II.

w) Details of total fees for all services paid by the Company and its subsidiaries on a consolidated basis to the statutory auditor and all entities in the network firm / network entity of which the statutory auditor is a part are given below:

(in Rs.)

Name of the Company	Details of services	Fees
The Indian Card Clothing Company Limited	Audit Fees and other services availed including tax audit	8,00,000
ICC International Agencies Ltd.	Audit Fees and other services availed including tax audit	1,00,000
	TOTAL	**9,00,000**

x) Disclosure in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013:

1) Number of complaints filed during the financial year : 1

2) Number of complaints disposed off during the financial year : 1

3) Number of complaints pending as on end of the financial year : Nil

Compliance Certificate regarding compliance of conditions of Corporate Governance issued by Mr. Harshal R. Joshi, Partner of Apte Joshi & Associates, Practicing Company Secretaries to the Company pursuant to the requirements of Schedule V to the Listing Regulations is enclosed as Attachment-II.

ATTACHMENT – I TO THE REPORT ON CORPORATE GOVERNANCE

May 24, 2019

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

Subject : Certificate under Regulation 17(8) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Madam/Sirs,

This is to certify that:

A. We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2019 and that to the best of our knowledge and belief:

   i) these statements do not contain any materially untrue statement of fact or omit to state any material fact or contain any statement that might be misleading;

   ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations;

B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct;

C. We hereby declare that all the Board members and senior management personnel have affirmed compliance with the code of the Company and that they have not come across any instance of non-compliance of the Code during the financial year ended March 31, 2019.

D. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or proposed to take to rectify these deficiencies;

E. We have indicated to the auditors and the Audit Committee –

   i) significant changes, if any, in internal controls over financial reporting during the year;

   ii) significant changes, if any, in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and

   iii) Instances of significant, fraud, if any, of which we have become aware and the involvement therein, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For the Indian Card Clothing Company Limited

Kishor Makwana
Chief Financial Officer

Sanjeevkumar Karkamkar
Director
DIN : 00575970

ATTACHMENT - II

CERTIFICATE IN RESPECT OF DIRECTORS OF THE COMPANY AS REQUIRED UNDER SCHEDULE V OF THE LISTING REGULATIONS

The Members of
The Indian Card Clothing Company Limited,
A – 19, "Katariya Capital", Vidyut Nagar Society,
Lane No. 5, Koregaon Park,
Pune – 411001

We have examined the Documents, Declarations and the List published by the Ministry of Corporate Affairs with respect to Disqualification of Directors. We confirm that:

None of the Directors on the Board of the Company had been debarred or Disqualified from being Appointed or continuing as Directors of the Company by the Board/ Ministry of Corporate Affairs or such other Statutory Authority.

This Certificate has been issued in compliance for the year ended on March 31, 2019, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For **Apte Joshi & Associates,**
Company Secretaries,

Harshal Joshi
Partner
FCS 9897, CP 10450

Date : May 20, 2019
Place : Pune

ATTACHMENT - III

COMPLIANCE CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

The Members of
The Indian Card Clothing Company Limited,
A – 19, "Katariya Capital", Vidyut Nagar Society,
Lane No. 5, Koregaon Park,
Pune – 411001

We have examined the Compliance of conditions of Corporate Governance by The Indian Card Clothing Company Limited (hereinafter referred to as the **"The Company**"), for the year ended on March 31, 2019, as stipulated in Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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

For **Apte Joshi & Associates,**
Company Secretaries,

Harshal Joshi
Partner
FCS 9897, CP 10450

Date : May 20, 2019
Place : Pune

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF THE INDIAN CARD CLOTHING COMPANY LIMITED

Report on the Audit of the Standalone Indian Accounting Standards (Ind AS) Financial Statements

Opinion

We have audited the standalone Ind AS financial statements of The Indian Card Clothing Company Limited ("the Company"), which comprise the Balance Sheet as at 31 March 2019, and the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information(hereinafter referred to as "the Standalone Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the standalone state of affairs of the Company as at 31 March 2019, and its standalone loss (including Other Comprehensive Income), standalone changes in equity and its standalone cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the standalone Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. **Valuation of Investments**

   Description of Key Audit Matter

   The Company has total investments of Rs. 2868.38 Lakhs which constitutes about 28% of the total assets of the company. During the year fair valuation gain isRs. 129.46 Lakhs accounted for under other income in statement of Profit and Loss. In terms of Ind AS 109 "Financial Instruments" Investments, which are financial assets, are required to be fair valued. Improper fair valuation of investments would have adverse effect on profit/ loss for the year or other comprehensive income for the year. Considering the quantum of investment and fair valuation gain we have considered the same as Key Audit Matter.

   Description of Auditor's Response

   We have performed the following audit procedures in relation to the audit of investments and it's fair valuation:

   a. Verification of de-mat account and statement of account in respect of mutual funds for confirming existence of investments as on 31st March 2019.

   b. In respect of investments in bonds and mutual funds, which are fair valued through profit or loss, fair value for the same is verified from statement of NAV from mutual funds, market quotations and wherever the latest traded quotation not available, the fair value is obtained from CRISIL.

   c. Gain/loss is verified from the sale consideration and the fair value of investment as on the date of sale.

2. **Trade receivable**

Description of Key Audit Matter

Trade receivable as on 31st March 2019, are Rs.990.39 Lakhs and Impairment provision against the same is Rs. 95.39 Lakhs.

Management judgement is involved in identifying impairment in the value of receivable as well as formulating the policy for creating provisioning against impairment which has as adverse effect on the profit/loss of the Company.

Description of Auditor's Response

We have performed the following processes in relation to Management's Judgement in identification of impairment of value of Receivables and adequacy of impairment provisions:

a. We have verified age-wise analysis of receivables.

b. We have sought information and explanation from the management regarding status of receivable in respect of overdue receivable for the purpose of ensuring adequacy of provision.

We have also tested subsequent collection made from the overdue receivables.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the annual report, but does not include the standalone Ind AS financial statements and our auditor's report thereon, which we obtained prior to the date of this auditor's report.

Our opinion on the standalone Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the StandaloneInd AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 (“the Act”) with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the standalone financial position, standalone financial performance, standalone changes in equity and standalone cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified in the Companies (Indian Accounting Standards) Rules, 2015 (as amended) under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone Ind AS financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the StandaloneInd AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that

includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the standalone Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone Ind AS financial statements, including the disclosures, and whether the standalone Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone Ind AS financial statements of the current period and are therefore the key audit matters.We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 (“the Order”), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the Annexure A; a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive income), Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.

d) In our opinion, the aforesaid standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on 31 March, 2019 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2019 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   (i) The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 33 to the financial statements;

   (ii) The Company did not have any long-term contracts including derivative contracts as at 31 March 2019

   (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

   (iv) The reporting on disclosures relating to Specified Bank Notes is not applicable to the Company for the year ended 31st March 2019

For **M/s P. G. Bhagwat**
Firm Registration Number: 101118W
Chartered Accountants

Sandeep Rao
Partner
Membership Number 047235

Mumbai
May 24, 2019

Annexure A to Independent Auditors' Report

i (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation of fixed assets which is under reconciliation though not having material differences.

(b) The fixed assets of the Company have been physically verified by the Management during the year and no material discrepancies have been noticed on such verification. In our opinion, the frequency of verification is reasonable.

(c) The title deeds of immovable properties, as disclosed in Note 2 on fixed assets to the financial statements, are held in the name of the Company.

ii. According to the information and explanations given by the management, physical verification of inventory has been conducted at reasonable intervals by the Management during the year. The discrepancies noticed on physical verification of inventory as compared to book records were not materials and the same have been appropriately dealt with in the books of accounts.

iii. The Company has not grantedany loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a), (iii)(b) and (iii)(c) of the said Order are not applicable to the Company.

iv. In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of Section 185 and 186 of the Act, in respect of the loans and investments made, and guarantees and security provided by it, wherever applicable.

v. The Company has not accepted any deposits from the public within the meaning of Sections 73, 74, 75 and 76 of the Act and the Rules framed there under to the extent notified. According to information and explanation provided to us, no order has been passed by Company Law Board or National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal.

vi. As informed to us, pursuant to the rules made by the Central Government of India, the Company is required to maintain cost records as specified under Section 148(1) of the Act in respect of its products.

Based on certificate obtained by the company from the cost accountant, the prescribed accounts and records have been made and maintained. We have not, however, made a examination of the records with a view to determine whether they are accurate or complete.

vii. (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, except for dues in respect of Profession Tax,the Company is generally regular in depositing undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, duty of customs , duty of excise, value added tax, Goods and Service Tax,cessand other material statutory dues, as applicable, with the appropriate authorities. The extent of the arrears of statutory dues outstanding as at 31st March 2019, for a period of more than six months from the date they became payable are as follows:

Name of Statute	Nature of dues	Amount ₹ In lakh	Period to which the amount relates	Due date	Date of Payment
The Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975	Profession Tax	0.03	FY 2018-19	30th June 2018	9th May 2019

(b) According to the information and explanations given to us and the records of the Company examined by us, there are no dues of, sales-tax, service-tax,duty of customs, duty of excise, value added tax, Goods and Service Tax which have not been deposited on account of any dispute. The particulars of dues of income tax and entry tax as at 31st March 2019 which have not been deposited on account of a dispute, are as follows:

Name of Statute	Nature of dues	Amount ₹ In lakh	Period to which the amount relates	Forum where the dispute is pending
Income Tax Act, 1961	TDS disputes appearing on Income tax portal	17.65	Various Years	As per CPC.
Income Tax Act, 1961	Interest on Demand /Interest/ Penalty	0.09	AY 2010-11	As per CPC
Income Tax Act, 1961	Penalty on assessment u/s 143(3)	0.33	AY 2014-15	Commissioner of Income Tax (Appeals) Pune
Entry Tax	Octroi Audit Due Payable	0.18	FY 1996-97	Octroi Department

viii. According to the records of the Company examined by us and the information and explanation given to us, the Company has not defaulted in repayment of loans or borrowings to any financial institution or bank or Government. The company does not have debenture holders.

ix. The Company has not raised any moneys by way of initial public offer, further public offer (including debt instruments). The company has raised term loan from bank during the year and applied for the purpose for which the loan is raised.

x. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across anyinstance of fraud by the Company or on the Company by its officers or employees, noticed or reported during the year, nor have we been informed of any such case by the Management. The financial irregularity at the employees provident fund trust of the company reported in previous year's audit report has been settled during the year.

xi. The Company has paid/ provided for managerial remuneration in accordance with therequisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

xii. As the Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it, the provisions of Clause 3(xii) of the Order are not applicable to the Company.

xiii. The Company has entered into transactions with related parties in compliance with the provisions of Sections 177 and 188 of the Act. The details of such related party transactions havebeen disclosed in the financial statements as required under Ind AS 24, Related Party Disclosures specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

xiv. The Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of Clause 3(xiv) of the Order are not applicable to the Company.

xv. The Company has not entered into any non cash transactions with its directors or persons connected with them. Accordingly, the provisions of Clause 3(xv) of the Order are not applicable to the Company.

xvi. The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the provisions of Clause 3(xvi) of the Order are not applicable to the Company.

For **M/s P. G. Bhagwat**
Firm Registration Number: 101118W
Chartered Accountants

Sandeep Rao
Partner
Membership Number: 047235

Mumbai
24th May, 2019

Annexure B: To the Independent Auditors' Report of even date on the standalone Ind AS financial statements of The Indian Card Clothing Company Limited

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

We have audited the internal financial controls over financial statements of**The Indian Card Clothing Company Limited** ("the Company") as of 31st March, 2019 in conjunction with our audit of the standalone Ind AS financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial statements and their operating effectiveness. Our audit of internal financial controls over financial statements included obtaining an understanding of internal financial controls over financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial statements.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

Though the Company has maintained, in all material respects, internal financial controls system over financial statements and such internal financial controls over financial statements were operating effectively as of 31st March 2019, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India, we are of the opinion that formal documentation to substantiate controls needs to be strengthened.

We have considered the opinion expressed above in determining the nature, timing and extent of audit test applied in our audit of Ind AS financial statements of the company and the same does not affect our opinion on the Ind AS financial statements of the Company.

For **M/s P.G. BHAGWAT**
Chartered Accountants
Firm's Registration No.: 101118W

Sandeep Rao
Partner
Membership No.: 047235

Mumbai
24th May 2019

STATEMENT OF ASSETS AND LIABILITIES

(₹ in Lakhs)

Particulars	Notes	STANDLONE		CONSOLIDATED	
		As at 31-Mar-2019 (Audited)	As at 31-Mar-2018 (Audited)	As at 31-Mar-2019 (Audited)	As at 31-Mar-2018 (Audited)
ASSETS					
Non-Current Assets					
Property, plant and equipment	2	3,268.47	3,543.35	3,425.62	3,714.20
Other intangible assets		3.12	-	3.12	-
Capital work-in-progress	3	39.25	55.54	39.25	55.54
Financial assets					
i. Investments	4	1,225.41	1,431.55	1,057.51	1,263.64
ii. Loans	5	105.94	80.66	112.94	88.22
iii. Other Financial Assets		0.96	-	0.96	-
Other Non current assets	6	662.44	338.92	662.40	338.92
Current Tax Assets (Net)		97.24	61.35	102.65	66.08
Deferred tax assets (net)	7	472.51	548.76	451.65	525.04
Total Non-Current Assets		**5,875.34**	**6,060.11**	**5,856.08**	**6,051.64**
Current Assets					
Inventories	8	1,328.06	1,506.45	1,662.35	1,857.81
Financial Assets			-	-	
i. Investments	9	1,642.97	5,189.97	1,642.97	5,189.96
ii. Trade Receivables	10	895.00	1,064.10	1,102.95	1,310.30
iii. Cash and Cash Equivalents	11	120.10	121.22	294.26	229.34
iv. Bank Balances not included in (iii) above		161.69	103.04	161.69	189.60
v. Other Financial Assets	12	26.39	47.87	26.39	48.35
Other Current Assets	13	318.06	188.91	328.38	207.05
Total Current Assets		**4,492.27**	**8,221.56**	**5,218.98**	**9,032.41**
Total Assets		**10,367.61**	**14,281.67**	**11,075.06**	**15,084.05**
EQUITY AND LIABILITIES					
Equity					
Equity Share Capital	14	455.11	455.11	455.11	455.11
Reserves and surplus	15	5,875.20	7,862.76	5,923.62	8,000.06
Non-controlling Interest	15			537.85	532.97
Total Equity		**6,330.31**	**8,317.87**	**6,916.57**	**8,988.14**
LIABILITIES					
Non-Current Liabilities					
Financial Liabilities					
i. Borrowings	16 (a)	222.90	86.55	228.24	91.35
ii. Other Financial Liabilities	17	861.92	858.42	861.92	858.42
Provisions (Non-Current)	18	208.12	240.87	211.18	240.87
Other Liabilities	19	24.42	106.55	24.42	106.55
Total Non-Current Liabilities		**1,317.36**	**1,292.38**	**1,325.75**	**1,297.19**
Current Liabilities					
Financial liabilities					
i. Borrowings	16 (b)	972.87	1,099.25	972.87	1,108.22
ii. Trade payables	20				
- Trade Payables - MSME		43.44	-	43.44	-
- Trade Payables - Other		933.32	1,428.65	1,026.72	1,521.40
iii. Other financial liabilities	17	237.25	1,485.73	237.24	1,485.73
Provisions (Current)	18	5.62	319.69	5.62	322.52
Other current liabilities	21	527.44	338.11	546.83	360.85
Total Current Liabilities		**2,719.94**	**4,671.42**	**2,832.72**	**4,798.72**
Total Liabilities		**4,037.30**	**5,963.80**	**4,158.47**	**6,095.91**
Total Equity and Liabilities		**10,367.61**	**14,281.67**	**11,075.04**	**15,084.05**

STANDALONE BALANCE SHEET

(₹ in Lakhs)

Particulars	Notes	As at 31st Mar 2019	As at 31st Mar 2018
ASSETS			
Non-Current Assets			
Property, plant and equipment	2	3,268.47	3,543.34
Other intangible assets	2	3.12	-
Capital work-in-progress	3	39.25	55.54
Financial assets			
i. Investments	4	1,225.41	1,431.55
ii. Loans	5(a)	105.94	80.66
iii. Other Financial Assets	5(b)	0.96	-
Other Non current assets	6	662.44	338.91
Current Tax Assets (Net)		97.24	61.35
Deferred tax assets (net)	7	472.51	548.76
Total Non-Current Assets		**5,875.34**	**6,060.12**
Current assets			
Inventories	8	1,328.06	1,506.45
Financial assets			
i. Investments	9	1,642.97	5,189.96
ii. Trade receivables	10	895.00	1,064.10
iii. Cash and cash equivalents	11	120.10	121.23
iv. Bank Balances not included in (iii) above		161.69	103.04
v. Other financial assets	12	26.39	47.87
Other current assets	13	318.06	188.91
Total Current Assets		**4,492.27**	**8,221.56**
Total Assets		**10,367.61**	**14,281.67**

As per our report attached
M/S. P.G. BHAGWAT
Chartered Accountants
FRN-101118W

Mehul Trivedi
Director
(DIN: 00030481)

Sanjeevkumar Karkamkar
Director
(DIN: 00575970)

Sandeep Rao
Partner
Membership No. 047235

Alok Misra
Chief Executive Officer

Kishor Makwana
Chief Financial Officer

Amogh Barve
Company Secretary

Date : May 24, 2019.
Place : Mumbai

STANDALONE BALANCE SHEET

(₹ in Lakhs)

Particulars	Notes	As at 31st Mar 2019	As at 31st Mar 2018
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	455.11	455.11
Other equity			
Reserves and surplus	15	5,875.20	7,862.76
Total Equity		**6,330.31**	**8,317.87**
LIABILITIES			
Non-Current Liabilities			
Financial Liabilities			
i. Borrowings	16 (a)	222.90	86.55
ii. Other financial liabilities	17	861.92	858.42
Provisions (Non - Current)	18	208.12	240.87
Other Liabilities	19	24.42	106.55
Total Non-Current Liabilities		**1,317.36**	**1,292.38**
Current liabilities			
Financial liabilities			
i. Borrowings	16 (b)	972.87	1,099.25
ii. Trade payables	20		
- Trade Payables - Total outstanding dues of micro enterprises and small enterprises.		43.44	-
- Trade Payables - Total outstanding dues of creditors other than micro enterprises and small enterprises.		933.32	1,428.65
iii. Other financial liabilities	17	237.25	1,485.73
Provisions (Current)	18	5.62	319.69
Other current liabilities	21	527.44	338.11
Total Current Liabilities		**2,719.94**	**4,671.42**
Total Liabilities		**4,037.30**	**5,963.80**
Total Equity and Liabilities		**10,367.61**	**14,281.67**
Summary of significant accounting policies	**1**		
The accompanying notes are integral part of the Financial Statements	**1 - 40**		

As per our report attached
M/S. P.G. BHAGWAT
Chartered Accountants
FRN-101118W

Mehul Trivedi
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(DIN: 00030481)

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Sandeep Rao
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Membership No. 047235

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Chief Financial Officer

Amogh Barve
Company Secretary

Date : May 24, 2019.
Place : Mumbai

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED

(₹ in Lakhs)

Particulars	Notes	As at 31st Mar 2019	As at 31st Mar 2018
Continuing operations			
Revenue from operations	22	4,627.23	6,027.65
Other income	23	311.52	550.78
Total income		**4,938.75**	**6,578.44**
Expenses			
Cost of materials consumed		1,476.98	1,895.90
Purchases of stock-in-trade		84.39	145.51
Changes in inventories of work-in-progress, stock-in-trade and finished goods	24	313.17	39.79
Excise duty		-	109.48
Employee benefit expense	25	1,521.23	2,426.04
Depreciation and amortisation expense	26	404.13	517.31
Other expenses	27	2,762.43	2,173.41
Finance costs	28	260.38	241.37
Total expenses		**6,822.72**	**7,548.81**
Profit/(Loss) before exceptional items and Tax		**(1,883.97)**	**(970.38)**
Exceptional items			
Expenses for settlement with Union employees		-	(1,302.30)
Profit/(Loss) before tax from continuing operations		**(1,883.97)**	**(2,272.68)**
Income tax expense			
- Current tax		-	-
- Deferred tax		83.36	(491.54)
Total tax expense		**83.36**	**(491.54)**
Profit/(Loss) from continuing operations		**(1,967.33)**	**(1,781.14)**
Discontinued operations			
Profit from discontinued operation before tax			
Tax expense of discontinued operations			
Profit/(Loss) from discontinued operation			**-**
Profit/(Loss) for the year		**(1,967.33)**	**(1,781.14)**

	Notes	As at 31st Mar 2019	As at 31st Mar 2017
Other comprehensive income			
Items that may be reclassified to profit or loss			-
Items that will not be reclassified to profit or loss			
Actuarial Gain / (Loss)		(27.35)	(40.64)
Income tax relating to these items		7.11	13.44
Total comprehensive income for the year		**(1,987.57)**	**(1,808.34)**
Earnings per equity share (Nominal Value per Share INR 10)			
Basic & Diluted		(43.23)	(39.14)

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Place : Mumbai

CASH FLOW STATEMENT FOR THE YEAR ENDED

(₹ in Lakhs)

Particulars	As at 31st Mar 2019	As at 31st Mar 2018
A. Cash flow from operating activities		
Net profit before tax	**(1,883.97)**	**(2,272.68)**
Adjustments for:		
Loss / (profit) on sale of property, plant and equipment	(0.42)	4.06
Bad Debts / Provision for doubtful debts and advances	70.14	101.46
Excess provision / creditors written back (including advances)	(9.92)	(213.48)
Unrealised foreign exchange (gain) / loss (net)	15.37	8.66
Income from Sale of Investment	(40.80)	(12.00)
Depreciation and amortisation	404.13	517.31
Interest earned	(84.70)	(73.55)
Unrealised (gain) / loss on mutual fund investments	(129.46)	(127.91)
Dividend from mutual fund investments	(41.91)	(116.40)
Interest charged	159.88	145.35
Operating profit before working capital changes	**(1,541.65)**	**(2,039.19)**
Changes in working capital		
(Increase) /decrease in trade receivables	83.53	(306.35)
(Increase)/decrease in inventories	178.39	(122.94)
(Increase)/decrease in non-current loans	(25.28)	236.93
(Increase)/decrease in other non-current assets	(6.07)	(2.01)
(Increase)/decrease in non-current financial assets-others	(0.96)	
(Increase)/decrease in current financial assets-others	23.44	(10.54)
(Increase)/decrease in other current assets	(187.80)	2.29
Increase/(decrease) in other non current financial liabilities	3.51	42.96
Increase/(decrease) in trade payables	(472.48)	788.97
Increase/(decrease) in other current financial liabilities	(1,289.62)	1,217.59
Increase/(decrease) in other non current liabilities	(82.13)	19.09
Increase/(decrease) in other current liabilities	189.33	59.18
Increase/(decrease) in long term provisions	(32.75)	(34.38)
Increase/(decrease) in short term provisions	(341.42)	252.47
Cash generated from operations	**(3,501.97)**	**104.07**
Direct taxes paid (including taxes deducted at source), net of refunds	(35.89)	(100.69)
NET CASH FROM OPERATING ACTIVITIES	(3,537.86)	3.39
B. Cash flow from investing activities		
Purchase of property, plant and equipment and intangible assets	(433.54)	(72.59)
Net addition to investments	3,923.41	(11.10)
Proceeds from sale of property, plant and equipment	0.42	5.88
Interest received on investments	82.73	71.58
Dividend received on investments	41.91	116.40
NET CASH FROM / (USED) IN INVESTING ACTIVITIES	**3,614.94**	**110.17**
C. Cash flow from financing activities		
Increase / (Decrease) in Long term borrowings	187.34	(0.94)
Increase / (Decrease) in borrowings	(126.38)	168.21
Dividend paid including dividend distribution tax	(7.80)	(91.68)
Interest paid	(131.38)	(143.30)
NET CASH FROM / (USED) IN FINANCING ACTIVITIES	**(78.21)**	**(67.71)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**(1.13)**	**45.86**
Cash and cash equivalents at the beginning of the year (Refer Note 11)	**121.23**	**75.38**
Cash and cash equivalents less cash credit at the end of the year	**120.10**	**121.23**

Note:- The statement of Cashflow has been prepared under "Indirect Method" as set out in Ind-AS 7

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Statement of Changes in Equity for the year ended 31st March 2019

A. Equity Share Capital

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Balance at the beginning of the year	455.11	455.11
Changes in equity share capital during the year	-	-
Balance at the end of the year	455.11	455.11

B. Other Equity

Particulars	Securities Premium Reserve	General Reserve	Retained Earnings	Other Comprehensive Income	Total
Balance at 1 April 2017	**910.22**	**1,644.48**	**7,283.13**	**(57.18)**	**9,780.65**
Profit for the year	-	-	(1,781.14)	-	(1,781.14)
Dividends paid	-	-	(109.55)	-	(109.55)
Remeasurement of post-employment benefit obligations, net of tax	-	-	-	(27.20)	(27.20)
Total	**910.22**	**1,644.48**	**5,392.44**	**(84.39)**	**7,862.76**
Transactions with owners in their capacity as owners:					
Dividends paid	-	-	-	-	-
Balance at 31 March 2018	**910.22**	**1,644.48**	**5,392.44**	**(84.39)**	**7,862.76**
Profit for the year	-	-	(1,967.33)	-	(1,967.33)
Dividends paid	-	-	-	-	-
Other deductions / write backs/ adjustments	-	-	-		-
Remeasurement of post-employment benefit obligations, net of tax	-	-	-	(20.24)	(20.24)
Total	**910.22**	**1,644.48**	**(1,967.33)**	**(20.24)**	**(1,987.57)**
Transactions with owners in their capacity as owners:					
Issue of equity shares, net of transaction costs	-	-	-	-	-
Dividends paid	-	-	-	-	-
Balance at 31 March 2019	**910.22**	**1,644.48**	**3,425.11**	**(104.62)**	**5,875.19**

As per our report attached
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Date : May 24, 2019.
Place : Mumbai

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019.

The Company and Nature of its Operations

The Indian Card Clothing Company Limited having its corporate office in Pune, Maharashtra, India, carries out its business in the card clothing and real estate segments. The Company is a public limited company and is listed on the National Stock Exchange of India and the Bombay Stock Exchange Limited.

Note 1: Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of Preparation

i. Compliance with Ind AS

The standalone financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statement of the company were Authorised by the Board of Directors on 24th May 2019.

ii. Historical Cost Conversion

The Financial Statements have been prepared on historical cost basis, except the following:

- Certain financial assets and liabilities are measured at fair value;
- Defined benefit plans - plan assets measured at fair value

iii. New and amended standards adopted by the Company

The company has applied the following standards and amendments for the first time for its annual reporting period commencing 1 April 2018:

- Ind AS 115, Revenue from contracts with customers.
- Amendment to Ind AS 20, Accounting for Government Grants and Disclosure of Government Assistance.
- Appendix B, Foreign Currency Transactions and Advance Consideration to Ind AS 21, The Effects of Changes in Foreign Exchange Rates.
- Amendment to Ind AS 12, Income Taxes.
- Amendment to Ind AS 40, Investment Property.
- Amendment to Ind AS 28, Investment in Associates and Joint Ventures and Ind AS 112, Disclosure of Interest in Other Entities.

This is disclosed in note 35.

iv. Current/non-current classification

All assets and liabilities have been classified as current or non-current as per the Company's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

(b) Accounting estimates, assumptions & judgements

The preparation of the financial statements requires management to make estimates, assumptions and judgments that affect the reported balances of assets and liabilities and disclosures as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Impact on account of revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

Deferred Income Tax Assets and Liabilities

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits. The amount of total deferred tax assets could change if estimates of projected future taxable income or if tax regulations undergo a change.

Useful life of Property, Plant & Equipment (PPE)

The Management reviews the estimated useful lives and residual value of PPE at the end of each reporting period.

The factors such as changes in the expected level of usage, number of shifts of production, technological developments and product life-cycle, could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and thereby could have an impact on the profit of the future years.

Employee Benefit Obligations

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Litigations

From time to time, the Company is subject to legal proceedings, the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.

(c) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Company are identified as the Chief operating decision maker. Refer note 38 for segment information presented.

(d) Foreign Currency

The financial statements are presented in Indian rupee (INR), which is Indian Card Clothing Limited functional and presentation currency. On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

(e) Revenue Recognition

i) Sale of products & Services.

Under Ind AS 115, revenue is recognized when a customer obtains control of the goods or services. Determining the timing of the transfer of control - at a point in time or over time - requires judgement. Revenue from the sale of goods is recognized when the performance obligation is satisfied by transfer of the promised goods to customer for a consideration which company expects to be entitled for these goods.

ii) Interest income

Interest income from a financial asset is recognized when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time

basis, by reference to the principal outstanding and at the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset's net carrying amount on initial recognition.

iii) Dividends

Dividends are recognized in profit or loss only when the right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the company, and the amount of the dividend can be measured reliably.

iv) Export Incentives

Export benefits in the form of Duty Draw Back are recognised on receipt basis in the statement of Profit and Loss. Revenue from export incentives in the form of Merchandise Export Incentive Scheme (MEIS) are accounted for on export of goods if the entitlements can be estimated with reasonable assurance and conditions precedent to claim are fulfilled.

(f) Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a Qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

(g) Income Taxes

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

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The company recognises MAT credit available as an asset only to the extent that there is convincing evidence that the company will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The company reviews the 'MAT credit entitlement' asset at each reporting date and writes down the asset to the extent the company does not have convincing evidence that it will pay normal tax during the specified period Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority.

Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously. Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(h) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

i. Company as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the company is classified as a finance lease. Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the company will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases or another systematic basis is available.

ii. Company as a lessor

Leases in which the company does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases or another systematic basis is available. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the company's net investment in the leases. Finance lease income is allocated to accounting periods to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

(i) Cash & Cash Equivalent

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(j) Trade Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. The Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables for calculation of expected credit losses on trade receivables

(k) Inventories - Raw materials and stores, work in progress and finished goods

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of weighted average basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(l) Investments

Classification

The Company classifies its investments in the following measurement categories:

i. Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or (loss), and those measured at amortised cost.

ii. The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

Measurement

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

For investments in debt instruments, this will depend on the business model in which the investment is held.

For investments in equity instruments, this will depend on whether the Company has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Company subsequently measures all equity investments at fair value. Where the Company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss when the Company's right to receive payments is established.

The Company reclassifies debt investments when and only when its business model for managing those assets changes.

(m) Property, Plant & equipment's

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment's. Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred. Depreciation on tangible assets is provided on the written down value (wdv) method over the useful lives of assets as prescribed in Schedule - II of the Companies Act, 2013. On transition to Ind AS, the Company has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

(n) Trade and other payables

These amounts represent liabilities for goods and services provided to the Company prior to the end of financial year which are unpaid Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost.

(o) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn.

(p) Provisions & Contingencies

Provisions for legal claims and returns are recognised when the Company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

A Contingent Liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or

a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements. A disclosure for a contingent liability is made where there is a possible obligation arising out of past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation arising out of a past event where it is either not probable that an outflow of resources will be required to settle or a reliable estimate of the amount cannot be made.

Contingent asset is not recognised in the financial statements. A contingent asset is disclosed, where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

(q) Employee benefit obligations

Short-term employee benefits

Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised in the period in which the employee renders the related service.

Post-employment benefits

Defined contribution plans

Contributions to superannuation fund, which are defined contribution schemes, are recognised as an employee benefit expense in the statement of profit and loss in the period in which the contribution is due.

Defined benefit plans

Gratuity - The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on government securities as at the reporting date, having maturity periods approximating to the terms of related obligations.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Remeasurements are not reclassified to the statement of profit and loss in subsequent periods.

In case of funded plans, the fair value of the plan's assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis.

When the benefits of the plan are changed or when a plan is curtailed, the resulting change in benefits that relates to past service or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The company recognises gains/ losses on settlement of a defined plan when the settlement occurs.

Provident fund

For employees, the Company contributes a part of the contributions to a trust. The rate at which the annual interest is payable to the beneficiaries by the trust is administered by the government. The Company has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate.

The cost of providing benefits under above mentioned defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at each balance sheet date, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Other long-term employee benefits

The liabilities for earned leave & sick leave are not expected to be settled wholly within twelve months after the end of the reporting period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method as determined by actuarial valuation. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating the terms of the related obligation.

Remeasurements as a result of experience adjustments and change in actuarial assumptions are recognised in the statement of profit and loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Termination benefits - Termination benefits are expensed at the earlier of when the company can no longer withdraw the offer of those benefits and when the company recognises costs for a restructuring. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

(r) Cash dividend to equity holders

The company recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

(s) Earnings per share (EPS)

Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted EPS adjust the figures used in the determination of basic EPS to consider

- The after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(t) Intangible assets

Recognition and measurement

Intangible assets are recognised when the asset is identifiable, is within the control of the company, it is probable that the future economic benefits that are attributable to the asset will flow to the company and cost of the asset can be reliably Expenditure on research activities is recognised in the statement of profit and loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the company intends to and has sufficient resources to complete development and to use or sell the asset. Intangible assets acquired by the company that have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

Subsequent measurement

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

Amortisation

Amortisation is calculated over the cost of the asset, or other amount substituted for cost, less its residual value. Amortisation is recognised in statement of profit and loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives for current and comparative periods are as follows:

- **Asset Useful Life**
- **Software 5**

(u) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

In the principal market for the asset or liability, or

In the absence of a principal market, in the most advantageous market for the asset or liability. The principal or the most advantageous market must be accessible by the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another.

The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

For the purpose of fair value disclosures, the company has determined classes of assets and liabilities based on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

Note 2: Property, Plant & Equipment

(₹ in Lakhs)

Particulars	Freehold land	Freehold buildings	Plant and Equipment	Furniture and Fittings	Vehicles	Of ce Equipment and Computer	Electrical Installation	Total Tangible Assets	Computer Software	Total Tangible & Intangible Assets
Deemed cost as at 1 April 2017	807.97	3,869.45	5,148.89	146.77	221.14	395.81	580.68	11,170.71	37.14	11,207.85
Exchange differences	-	-	-	-	-	-	-		-	
Additions	-	7.00	51.23	0.15	11.42	18.45	1.19	89.44	0.47	89.91
Disposals			(14.33)	(0.99)	(21.62)	(1.29)	-	(38.23)	-	(38.23)
Closing gross carrying amount at 31 March 2018	**807.97**	**3,876.45**	**5,185.79**	**145.93**	**210.94**	**412.97**	**581.87**	**11,221.92**	**37.61**	**11,259.53**
Accumulated Depreciation as at 1 April 2017	**-**	**2,171.03**	**3,763.52**	**138.74**	**193.06**	**395.81**	**521.65**	**7,183.81**	**36.15**	**7,219.96**
Depreciation charge during the year	-	157.17	301.33	7.10	11.19	15.75	23.31	515.85	1.46	517.31
Disposals	-	-	-	(0.80)	(19.02)	(1.26)	-	(21.08)	-	(21.08)
Closing accumulated depreciation at 31 March 2018	**-**	**2,328.20**	**4,064.85**	**145.04**	**185.23**	**410.30**	**544.96**	**7,678.58**	**37.61**	**7,716.19**
Net carrying amount at 31 March 2018	**807.97**	**1,548.25**	**1,120.94**	**0.89**	**25.71**	**2.67**	**36.91**	**3,543.34**	**-**	**3,543.34**
Opening gross carrying amount	807.97	3,876.45	5,185.79	145.93	210.94	412.97	581.87	11,221.92	37.61	11,259.53
Exchange differences										
Additions	-	9.89	99.30	1.61	-	14.96	2.66	128.42	3.96	132.38
Disposal/ Other Adjustment			-	-	(9.99)	-	-	(9.99)	-	(9.99)
Closing gross carrying amount at 31 March 2019	**807.97**	**3,886.34**	**5,285.09**	**147.54**	**200.95**	**427.93**	**584.53**	**11,340.35**	**41.57**	**11,381.92**
Opening accumulated depreciation	-	2,328.20	4,064.85	145.04	185.23	410.30	544.96	7,678.58	37.61	7,716.19
Depreciation charge during the year	-	127.41	253.38	1.57	8.66	3.74	8.53	403.29	0.84	404.13
Disposals	-	-	-	-	(9.99)	-	-	(9.99)	-	(9.99)
Exchange differences						-	-	-	-	
Closing accumulated depreciation at 31 March 2019	**-**	**2,455.61**	**4,318.23**	**146.61**	**183.90**	**414.04**	**553.49**	**8,071.88**	**38.45**	**8,110.33**
Net carrying amount at 31 March 2019	**807.97**	**1,430.73**	**966.86**	**0.93**	**17.05**	**13.89**	**31.04**	**3,268.47**	**3.12**	**3,271.59**

The company has elected to continue with the carrying value of Property, Plant and Equipment and Intangible assets as recognised in Financial statements as per previous GAAP and regarded those values as deemed cost on the date of transition.

The Company has carried forward the gross block and accumulated depreciation as above for disclosure purposes only.

Note 3: Capital Work in Progress

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Net carrying amount	**39.25**	**55.54**

Capital Work in Progress mainly comprises of Plant & Machinery under installation

Note 4: Non - Current Investments

Particulars	31st March 2019	31st March 2018
Investment in equity instruments - FVPL		
Unquoted		
Nil (31 March 2018 : 15,44,000) shares of Orbis capital Ltd (Face Value Rs. 10 per share)	-	200.00
4,443 (31-Mar-2018 : 4,443) units of HDFC Venture Fund	23.59	23.59
Investment in subsidiaries - Amortised cost		
Unquoted		
2,10,000 (31 March 2018 : 2,10,000) shares of Garnett Wire Ltd (Face Value GBP 1 per share)	136.39	136.39
5,00,000 (31 March 2018 : 5,00,000) shares of ICC International Agencies Ltd (Face Value Rs. 10 per share)	31.28	31.28
940 (31 March 2018 : 940) shares of Shivraj Sugar & Allied Products Pvt Ltd(Face Value Rs. 100 per share)	0.24	0.24
Total (equity instruments)	**191.50**	**391.50**
Investment in Fixed Maturity Plans and Bonds - FVPL		
Quoted		
50 (31 March 2018 : 50) units of NHAI Tax Free Bonds (Face Value Rs. 10,00,000)	501.66	498.21
50,000 (31 March 2018 : 50,000) units of IRFC Tax Free Bonds - 7.34%(Face Value Rs. 1,000)	532.25	541.84
Total (fixed maturity plans and bonds)	1,033.91	1,040.05
Total non current investments	**1,225.41**	**1,431.55**
Aggregate amount of quoted investments and market value thereof	1,033.91	1,040.05
Aggregate amount of unquoted investments	191.50	391.50
Aggregate amount of impairment in the value of investments	-	-

Note 5 (a) : Non - Current Loans (Asset)

Particulars	31st March 2019	31st March 2018
Unsecured, Considered Good		-
Security deposits	105.94	80.66
Total loans	**105.94**	**80.66**

Note 5 (b) : Other Financial Assets

Particulars	31st March 2019	31st March 2018
Bank deposits with maturity more than 12 months	0.96	-
Total Other Financial Assets	**0.96**	**-**

Note 6: Other Non current Assets

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Capital advances	654.21	336.76
Prepaid Expenses	8.23	2.16
Total other Non current assets	**662.44**	**338.92**

Note 7 : Deferred Tax Assets

Particulars	Property, plant and equipment (including investment property)	Allowance for doubtful debts trade receivables	Revaluation of defined employee benefit plans and other employee benefit	Financial assets at fair value through profit or loss	Net effect of unwinding of security deposits and deferred income & expenses	Total
At 1 April 2017	**67.75**	**39.58**	**118.25**	**(180.98)**	**(0.81)**	**43.79**
(Charged)/credited:						
- to profit or loss	78.87	(24.42)	305.94	130.44	0.70	491.53
- to other comprehensive income			13.44			13.44
At 31 March 2018	**146.62**	**15.16**	**437.63**	**(50.54)**	**(0.11)**	**548.76**
(Charged)/credited:						
- to profit or loss	0.29	13.58	(135.50)	40.20	(1.93)	(83.36)
- to other comprehensive income			7.11			7.11
At 31st March 2019	**146.91**	**28.74**	**309.24**	**(10.34)**	**(2.04)**	**472.51**

Note 8: Inventories

Particulars	31st March 2019	31st March 2018
Raw materials	586.14	461.70
Work-in-progress	340.05	533.33
Finished goods	248.21	365.86
Traded goods	13.19	15.43
Stores and spares	140.47	130.13
Total Inventories	**1,328.06**	**1,506.45**

Amounts recognised in Profit or Loss

Write downs of inventories amounted to Rs.40.85 Lakhs (31st March 2018 Rs. 34.11 Lakhs). These were recognised as expenses during the year and included in the consumption in the statement of profit or loss.

Note 9: Current Investments

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Investment in mutual funds - FVPL		
Unquoted		
78,929 (31 March 2018 : 124,287) units of HDFC Liquid Fund - Daily Dividend	813.07	1,267.51
328 (31 March 2018 : 5,54,077) units of Birla Sun Life Cash Plus Fund - Daily Dividend	0.33	555.58
Nil (31 March 2018 : 55,275) units of SBI Premier Liquid Fund- Daily Dividend	-	554.54
766 (31 March 2018 : 1,55,232) units of ICICI Prudential Liquid Fund- Daily Dividend	0.77	155.46
2,47,041 (31 March 2018 : 1,02,916) units of HDFC Short Term Plan	37.69	35.44
Nil (31 March 2018 : 11,66,065) units of IDFC Govt Securities Fund	-	236.54
Nil (31 March 2018 : 27,13,012) units of SBI Dynamic Bonds	-	597.27
7,02,477 (31 March 2018 : 7,02,477) units of HDFC Income Fund - Direct Growth (Pledged with H.D.F.C. Bank against working capital limits)	296.11	280.85
Nil (31 March 2018 : 3,10,739) units of Birla Sun Life Income Plus - Growth	-	236.04
Nil (31 March 2018 : 10,39,971) units of IDFC Arbitrage Fund - Growth	-	228.05
Nil (31 March 2018 : 8,06,764) units of IDFC Super Saver Income Fund - Medium Term Plan - Growth	-	234.56
Nil (31 March 2018 : 6,61,879) units of ICICI Prudential Short Term Plan	-	239.57
495 (31 March 2018 : Nil) units of Multi Act Private Equity Investment Fund (AIF)	495.00	-
Nil (31 March 2018 : 13,77,805) units of IDFC Super Saver Income Fund - Growth	-	568.55
Total (mutual funds)	**1,642.97**	**5,189.96**
Total current investments		
Aggregate amount of quoted investments and market value thereof	-	-
Aggregate amount of unquoted investments	1,642.97	5,189.96
Aggregate amount of impairment in the value of investment	-	-

Note 10: Trade Receivables

Particulars	31st March 2019	31st March 2018
Trade receivables	990.39	1,111.63
Less: Allowance for doubtful debts	95.39	47.53
Total Trade Receivables	**895.00**	**1,064.10**
Current	895.00	1,064.10
Non - Current		

Break-up of security details

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Secured, considered good		
Unsecured, considered good	895.00	1,064.10
Unsecured, Doubtful	95.39	47.53
Total	**990.39**	**1,111.63**
Allowance for doubtful debts	95.39	47.53
Total trade receivables	**895.00**	**1,064.10**

Note 11: Cash & Cash Equivalents

Particulars	31st March 2019	31st March 2018
Balances with banks		
- in current accounts	113.38	119.82
Deposits with maturity of less than three months	5.95	-
Cash on hand	0.77	1.41
Total cash and cash equivalents (A)	**120.10**	**121.23**

Other Bank Balances

Particulars	31st March 2019	31st March 2018
Earmarked Balances		
i. Unpaid Dividend Account	28.42	36.21
ii. Bank Guarantee	70.00	-
Bank deposits with maturity more than 3 months but less than 12 months	63.27	66.82
Total cash and cash equivalents (B)	**161.69**	**103.04**
Total cash and cash equivalents (A+B)	**281.79**	**224.27**

Note 12: Other Current Financial Assets

Particulars	31st March 2019	31st March 2018
Accrued Interest	23.96	22.00
Advance to Employees	2.43	25.87
Total other current financial assets	**26.39**	**47.87**

Note 13: Other Current Assets

Particulars	31st March 2019	31st March 2018
Export benefits receivable	29.89	49.90
Licenses on Hand	2.36	-
Balances with revenue authorities	131.51	50.63
Prepaid expenses	29.66	29.00
Advance to Suppliers Considered Good	124.64	59.37
Advance to Suppliers Considered Doubtful	15.10	10.78
Less : Provision for Doubtful advances	(15.10)	(10.78)
Total other current assets	**318.06**	**188.91**

Note 14: Share Capital

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Authorised		
50,00,000 equity shares of Rs. 10 each (31st March 2018 : 50,00,000 equity shares of Rs. 10 each)	500.00	500.00
Issued, subscribed & fully paid up share capital		
45,51,120 equity shares of Rs. 10 each (31st March 2018 : 45,51,120 equity shares of Rs. 10 each)	455.11	455.11

(i) Movement in Equity Share Capital

Particulars	31st March 2019		31st March 2018	
	Number of shares	Equity share capital (par value)	Number of shares	Equity share capital (par value)
As at 1 April 2017	**45,51,120**	**455.11**	**45,51,120**	**455.11**
Additions/Deletions	-	-	-	-
As at 31 March 2018	**45,51,120**	**455.11**	**45,51,120**	**455.11**
Additions/Deletions	-	-	-	-
As at 31 March 2019	45,51,120	455.11	45,51,120	455.11

Terms and rights attached to equity shares

Equity shares have a par value of INR 10. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the company in proportion to the number of and amounts paid on the shares held.Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

The Board of Directors declared during the financial year 2016-17 final dividend of INR 2.00 per equity share was approved by the members at the Annual General Meeting held on August 11, 2017 as distributions to equity shareholders during the year ended 31 March 2018.

The Board of Directors proposed a final dividend of INR NIL (31st March 2018 INR NIL) per equity share for the financial year ended 31 March 2019.

(ii) Details of shareholders holding more than 5% shares in the company

Particulars	31st March 2019		31st March 2018	
	Number of shares	% Holding	Number of shares	% Holding
Holding Company				
Multi Act Industrial Enterprises Limited, Mauritius	2,610,066	57.35	2,610,066	57.35

(iii) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL

Note 15: Other Equity - Reserves & Surplus

Particulars	31st March 2019	31st March 2018
Securities premium reserve	910.22	910.22
General Reserve	1,644.49	1,644.48
Retained Earnings	3,425.11	5,392.44
Other Comprehensive Income	(104.62)	(84.38)
Total reserves and surplus	**5,875.20**	**7,862.77**

(i) Securities Premium Reserve

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Opening Balance	910.22	910.22
Additions during the year	-	-
Closing Balance	**910.22**	**910.22**

(ii) General Reserve

Particulars	31st March 2019	31st March 2018
Opening balance	1,644.49	1,644.48
Appropriations during the year	-	-
Closing balance	**1,644.49**	**1,644.48**

(iii) Retained earnings

Particulars	31st March 2019	31st March 2018
Opening balance	5,392.44	7,283.13
Net profit for the period	(1,967.33)	(1,781.14)
Dividends	-	(109.55)
Closing Balance	**3,425.11**	**5,392.44**

(iv) Other Comprehensive Income

Particulars	31st March 2019	31st March 2018
Opening Balance	(84.38)	(57.18)
Remeasurement of post-employment benefit obligations, net of tax	(20.24)	(27.20)
Closing Balance	**(104.62)**	**(84.38)**

Note 16 (a): Non - Current Borrowings

Particulars	Security	Terms of repayment	Coupon/ Interest rate	31st March 2019	31st March 2018
Secured					
Term loans					
From banks	Secured by charge on land, building and plant & machinery at Nalagarh	Repayable in 20 equal quarterly installments of Rs. 20 Lacs beginning from November 2017	MCLR + 1.60% p.a	289.48	104.19
Total non-current borrowings				**289.48**	**104.19**
Less: Current maturities of long-term debt (included in note 17)				**66.58**	**15.59**
Less: Interest Accrued (included in note 17)				**-**	**2.06**
Non-current borrowings (as per balance sheet)				**222.90**	**86.55**

Note 16 (b): Current Borrowings

Particulars	31st March 2019	31st March 2018
Loans repayable on demand Secured		
Bank Overdraft	972.87	1,099.25
(Secured by hypothecation of inventory and book debts and pledge of mutual funds Refer note 9)		
Total current borrowings	**972.87**	**1,099.25**

Note 17: Other Financial Liabilities

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Non-current		
Security Deposits	861.92	858.42
Total other non-current financial liabilities	**861.92**	**858.42**
Current		
Current maturities of long-term debt	66.58	15.59
Payable to employees	45.48	1,431.87
Interest accrued	-	2.06
Unpaid Dividend	28.42	36.21
Security Deposits	96.77	-
Total other current financial liabilities	**237.25**	**1,485.73**

Note 18: Provisions (Current & Non Current)

Particulars	31st March 2019			31st March 2018		
	Current	Non - Current	Total	Current	Non - Current	Total
Employee Benefits						
Gratuity	-	52.78	52.78	254.10	-	254.10
Leave Encashment	5.62	89.17	94.79	65.59	141.65	207.24
Provident Fund		66.17	66.17	-	84.61	84.61
Retirement Gift	-	-	-	-	14.61	14.61
Total	**5.62**	**208.12**	**213.74**	**319.69**	**240.87**	**560.55**

Leave Obligations

The leave obligations cover the Company's liability for sick and earned leave.

The amount of the provision of Rs. 94.79 lakhs is presented as current as well as non current. Though the Company does not have an unconditional right to defer settlement for any of these obligations, as based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The amounts that reflect leave that is not expected to be taken or paid within the next 12 months is shown under non current portion.

Defined Contribution Plan

Superannuation

The Company provides retirement benefits in the form of contribution to superannuation fund at the rate of 15% of annual salary.

Defined Benefit Plan

a) Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India. The cost of providing benefit under above mentioned defined benefit plan is determined using the projected unit credit method with actuarial valuation being carried out balance sheet date. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

b) Provident Fund

The Company has a Provident Fund Plan, which is a defined benefit plan, which is managed through the Provident Fund Trust of the Company. The contributions are made to the Trust and shortfall in interest obligation, if any is met by the Company. The cost of providing benefits under above mentioned defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at the balance sheet date.

The amounts recognised in the balance sheet and the movement in the defined benefit obligations over the years are as follows:

(₹ in Lakhs)

Particulars	Gratuity		
	Present value of obligation	Fair value of plan asset	Net amount
1st April 2017	**398.29**	**291.47**	**106.83**
Current Service Cost	26.57	-	26.57
Interest expense / (income)	25.12	22.23	2.89
Loss/(gain) due to curtailment or settlement	77.47		77.47
Total amount recognised in profit or loss	**129.17**	**22.23**	**106.93**
Components of actuarial gain/losses on obligations:			
Due to Change in financial assumptions	(5.23)	-	(5.23)
Due to experience adjustments	42.77	-	42.77
Return on plan assets (income) excluding amounts included above		(2.91)	(2.91)
Total amount recognised in other comprehensive income	**43.55**	**(2.91)**	**40.64**
Employer contributions	-	0.11	(0.11)
Benefits paid	(54.75)	(54.75)	-
Balance at 31st March 2018	**510.24**	**256.15**	**254.10**
Current Service Cost	32.96		32.96
Interest expense / (income)	22.52	34.10	(11.58)
Loss/(gain) due to curtailment or settlement	-		-
Total amount recognised in profit or loss	**55.48**	**34.10**	**21.38**
Components of actuarial gain/losses on obligations:			-
Due to Change in financial assumptions	(0.27)	-	(0.27)
Due to experience adjustments	2.71	-	2.71
Return on plan assets (income) excluding amounts included above		(24.91)	24.91
Total amount recognised in other comprehensive income	**2.44**	**(24.91)**	**27.35**
Employer contributions	-	250.05	(250.05)
Benefits paid	(416.08)	(416.08)	-
Balance at 31st March 2019	**152.09**	**99.31**	**52.78**

Sensitivity Analysis

The key assumptions of the defined benefit obligation to changes in the weighted principal assumption are:

a) Gratuity

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Discount rate	7.60%	7.55%
Salary growth rate	4%	4%
Normal retirement age	60	60
Mortality table	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Employee turnover	10% at younger ages reducing to 0% at older ages	10% at younger ages reducing to 0%at older ages

Particulars	Impact on defined benefit obligation	
Assumption	**31st March 2019**	**31st March 2018**
Discount rate		
0.50% increase	Decrease by Rs.2.62 Lakhs	Decrease by Rs.4.42 Lakhs
0.50% decrease	Increase by Rs.2.82 Lakhs	Increase by Rs.4.74 Lakhs
Future salary growth rate		
0.50% increase	Increase by Rs.2.91 Lakhs	Increase by Rs.4.89 Lakhs
0.50% decrease	Decrease by Rs.2.72 Lakhs	Decrease by Rs.4.59 Lakhs
Withdrawal Rate		
10.00% increase	Increase by Rs.0.56 Lakhs	Increase by Rs.0.69 Lakhs
10.00% decrease	Decrease by Rs.0.60 Lakhs	Decrease by Rs.0.73 Lakhs

b) Leave Benefits

Particulars	31st March 2019	31st March 2018
Discount rate	7.60%	7.55%
Salary growth rate	4%	4%
Normal retirement age	60	60
Mortality table	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Withdrawal rates	10% at younger ages reducing to 2% at older ages	10% at younger ages reducing to 2%at older ages

Particulars	Impact on defined benefit obligation	
Assumption	**31st March 2019**	**31st March 2018**
Discount rate		
0.50% increase	Decrease by Rs. 2.32 Lakhs	Decrease by Rs.2.94 Lakhs
0.50% decrease	Increase by Rs. 2.46 Lakhs	Increase by Rs.3.10 Lakhs
Salary growth rate		
0.50% increase	Increase by Rs. 2.50 Lakhs	Increase by Rs.3.15 Lakhs
0.50% decrease	Decrease by Rs. 2.38 Lakhs	Decrease by Rs.3.00 Lakhs
Withdrawal rate		
10.00% increase	Decrease by Rs. 0.35 Lakhs	Decrease by Rs.0.59 Lakhs
10.00% decrease	Increase by Rs. 0.36 Lakhs	Increase by Rs.0.61 Lakhs

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Note 19: Other Non Current Liabilities

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Deferred Income	24.42	106.55
Total Other Non Current Liabilities	**24.42**	**106.55**

Note 20: Trade Payables

Particulars	31st March 2019	31st March 2018
Current		
Trade Payables		
i. MSME	43.44	-
ii. Others	926.04	1,412.78
iii. Related parties	7.28	15.87
Total Trade Payables	**976.76**	**1,428.65**

Note 21: Other Current Liabilities

Particulars	31st March 2019	31st March 2018
Payable to PF Trust	52.99	88.85
Statutory dues payable	96.47	95.70
Customer Advances	295.87	45.59
Deferred Income	82.11	107.97
Total Other Current Liabilities	**527.44**	**338.11**

Note 22: Revenue from Operations

Particulars	31st March 2019	31st March 2018
Sale of products (including excise duty)	3,742.97	5,181.63
Sale of services	121.13	123.37
Subtotal (A)	**3,864.10**	**5,305.00**
Other operating revenue		
i. Rent and Amenities	671.15	612.30
ii. Others	91.98	110.35
Subtotal (B)	**763.13**	**722.65**
Total Revenue from Operations (A+B)	**4,627.23**	**6,027.65**

Note 23: Other income

Particulars	31st March 2019	31st March 2018
Dividend income from investments mandatorily measured at fair value through profit or loss	41.91	116.40
Interest income from financial assets mandatorily measured at fair value through profit or loss	84.70	73.55
Income from fair valuation of financial assets mandatorily measured at fair value through profit or loss	129.46	127.91
Net gain / (loss) on sale of investments	40.80	12.00
Excess Provision written back	9.92	213.48
Miscellaneous Income	4.31	7.44
Foreign exchange gain	-	-
Profit on sale of fixed assets	0.42	
Total Other Income	**311.52**	**550.78**

Note 24: Changes in inventories of work-in-progress, stock-in-trade and finished goods

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Opening balance		
Work-in progress	533.33	471.64
Finished goods	365.86	465.56
Traded goods	15.43	17.21
Total opening balance	**914.62**	**954.41**
Closing balance		
Work-in progress	340.05	533.33
Finished goods	248.21	365.86
Traded goods	13.19	15.43
Total closing balance	**601.45**	**914.62**
Total changes in inventories of work-in-progress, stock-in-trade and finished goods	**313.17**	**39.79**

Note 25: Employee benefit expenses

Particulars	31st March 2019	31st March 2018
Salaries, wages and bonus	1,355.28	2,036.19
Contribution to provident and other funds	42.85	199.68
Employee group insurance expenses	27.34	23.85
Staff welfare expenses	95.76	166.33
Total employee benefit expenses	**1,521.23**	**2,426.04**

Note 26: Depreciation and amortisation expenses

Particulars	31st March 2019	31st March 2018
Depreciation of property, plant and equipment	403.29	515.85
Amortisation of intangible assets	0.84	1.46
Total depreciation and amortisation expenses	**404.13**	**517.31**

Note 27: Other Expenses

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Power, Fuel and Water	272.57	353.29
Stores, spares, oils and chemicals consumed	162.44	207.74
Repairs to :		
- Building	49.27	39.03
- Plant and Machinery	125.17	150.12
- Others	-	
Insurance	14.32	9.63
Rent	63.44	58.64
Rates, taxes and Duties	113.44	92.92
Directors' Sitting Fees	18.90	14.90
Freight & clearing charges	109.70	143.95
Computer & computer maintenance	35.38	22.21
Security Expenses	83.72	84.86
Commission on sales	116.75	108.10
Housekeeping expenses	84.72	111.70
Legal and Professional Fees	624.97	142.39
Provision for doubtful debts / advances	47.86	10.00
Bad Debts written off	22.28	91.46
AMC Charges	28.47	57.51
Loss on Sale of Assets	-	4.06
Travelling and Conveyance	237.39	174.00
Communication Expenses	29.86	29.98
Exchange Loss	81.23	10.85
Payments to auditors (refer details of payment to auditors)	10.37	6.10
Migration/Relocation expenses from Pimpri Plant to Himachal Pradesh Plant.	229.45	13.43
Miscellaneous expenses	200.74	236.55
Total other expenses	**2,762.43**	**2,173.41**

Details of payments to auditors

Particulars	31st March 2019	31st March 2018
Payment to auditors		
As auditor:		
Audit fee	7.00	5.00
Tax audit fee	1.00	1.00
In other capacities		
Other services	1.50	-
Re-imbursement of expenses	0.87	0.10
Total payments to auditors	**10.37**	**6.10**

Note 28: Finance costs

Particulars	31st March 2019	31st March 2018
Interest expense	156.34	140.74
Unwinding of Security Deposits	100.50	96.01
Other borrowing costs	3.54	4.61
Total Finance Cost	**260.38**	**241.37**

Note 29: Fair Value Measurements

Financial Instruments by Category

(₹ in Lakhs)

Particulars	31st March 2019			31st March 2018		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial Assets						
Investments						
- Equity instruments, Investments in subsidiaries joint ventures	-	-	167.91	-	-	167.90
- Equity instruments at fair value	-	-	-	200.00	-	-
- Bonds and debentures	1,033.91	-	-	1,040.05	-	-
- Mutual funds	1,666.56	-	-	5,213.55	-	-
Trade Receivables	-	-	895.00	-	-	1,064.10
Cash and cash equivalents and other bank balances	-	-	281.79	-	-	224.27
Security Deposits - Amortised Cost		-	81.34	-	-	80.66
Security Deposits - Fairvalue	24.60	-		-	-	-
Other Financial Assets	-	-	27.35	-	-	47.87
Total Financial Assets	**2,725.07**	**-**	**1,453.38**	**6,453.60**	**-**	**1,584.80**
Financial Liabilities						
Borrowings	-	-	1,262.35	-	-	1,201.38
Security Deposits	958.69	-	-	858.42	-	-
Unpaid Dividend	-	-	28.42	-	-	36.21
Trade Payables	-	-	976.76	-	-	1,428.65
Other Financial Liabilities	-	-	45.48	-	-	1,433.93
Total Financial Liabilities	**958.69**		**2,313.01**	**858.42**	**-**	**4,100.17**

(i) Fair Value Hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value hierarchy, described as follows:

Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

The following table provides the fair value measurement hierarchy of the Company's financials assets and liabilities that are measured at fair value or where fair value disclosure is required:

Particulars	31st March 2019				31st March 2018			
Financial Assets and Liabilities measured at Fair Value	**Level 1**	**Level 2**	**Level 3**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial Investments at FVPL				**-**				
Equity shares	-	-	-	-	-	-	200.00	200.00
Mutual funds	1,666.56	-	-	1,666.56	5,213.55	-	-	5,213.55
Bonds & Debentures	1,033.91	-	-	1,033.91	1,040.05	-	-	1,040.05
Security Deposits	-	-	24.60	24.60	-	-	-	-
Total Financial Assets	**2,700.47**	**-**	**24.60**	**2,725.07**	**6,253.60**	**-**	**200.00**	**6,453.60**
Financial Liabilities								
Security Deposits	-	-	958.69	958.69	-	-	858.42	858.42
Total Financial Liabilities	**-**	**-**	**958.69**	**958.69**	**-**	**-**	**858.42**	**858.42**

(ii) Valuation process to determine fair value

The following methods and assumptions were used to estimate the fair values of financial instruments:

i) The carrying amounts of cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

ii) The fair values of the equity instruments, mutual fund units and bonds which are quoted, are derived from quoted market prices in active markets. In the case of the investment measured at fair value and falling under fair value hierarchy Level 3, cost has been considered as an appropriate estimate of fair value.

Significant unobservable inputs used in Level 3 fair values:

Based on an offer received by the Company in respect of Equity instrument, there is no significant difference in the offer value and carrying value of equity instrument and therefore the carrying value is treated as fair value.

Security deposits received are fair valued by discounting using Effective interest rate at the time of inception/date of transition.

Note 30: Financial Risk Management

(A) Expected Credit Loss

As at 31st March 2019

(a) Expected credit loss for trade receivables under simplified approach

(₹ in Lakhs)

Particulars	> 6 months past due considered doubtful	Others	Total
Gross carrying amount	79.39	911.00	990.39
Expected credit losses (Under simplified approach)	-	16.00	16.00
Expected credit losses (Qualitative provision)	79.39	-	79.39
Carrying amount of Trade Receivables (net of impairment)	**-**	**895.00**	**895.00**

As at 31st March 2019

(a) Expected credit loss for trade receivables under simplified approach

Particulars	> 6 months past due considered doubtful	Others	Total
Gross carrying amount	31.53	1,080.10	1,111.63
Expected credit losses (Under simplified approach)	-	16.00	16.00
Expected credit losses (Qualitative provision)	31.53	-	31.53
Carrying amount of Trade Receivables (net of impairment)	**-**	**1,064.10**	**1,064.10**

(i) Reconciliation of loss allowance provision – Trade Receivables

Loss allowance as on 1 April 2017	**106.06**
Changes in loss allowance	(58.53)
Loss allowance as on 31 March 2018	**47.53**
Changes in loss allowance	47.86
Loss allowance as on 31 March 2019	**95.39**

(B) Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(i) Financing Arrangements

The Company had access to the following undrawn borrowing facilities at the end of the reporting period:

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Floating rate		
- Expiring within one year (bank overdraft and other facilities)		
- Cash Credit Facilities	-	-
- LC and Bank Guarantee Facilities	78.85	169.38
- Expiring beyond one year (bank loans)		
- Long Term Loans	124.92	363.45

The bank overdraft facilities may be drawn at any time and are repayable on demand. The bank loan facilities may be drawn at any time in INR and have an average maturity of one year.

(C) Foreign Currency Exposure Risk

(i) The Company's exposure to foreign currency risk at the end of the reporting period is presented as under

Transactions in Foreign Currency

Particulars	Name of Currency	31st March 2019		31st March 2018	
		Foreign Currency	INR Lakh	Foreign Currency	INR Lakh
Hedged Position	-	-	-	-	-
Unhedged Position					
Amounts Payable	USD	888	0.62	2,55,420	168.12
	GBP	10,821	9.86	21,329	19.67
	EUR	1,995	1.56	25,193	20.44
	TRY	63,420	7.95	-	-
Amounts Receivable	USD	3,22,246	222.83	4,14,543	267.59
	GBP	14,190	12.80	13,135	11.36
	EUR	1,298	1.01	2,963	2.36
	TRY	15,53,491	192.79	13,70,898	225.19
Net Amounts Payable	GBP	-	-	8,194	8.31
	EUR	697	0.56	22,230	18.08
Net Amounts Receivable	USD	3,21,358	222.21	1,59,123	99.47
	GBP	3,369	2.94	-	-
	TRY	14,90,072	184.84	13,70,898	225.19

(ii) Sensitivity

The Company has not hedged any of its foreign currency positions as at 31st March 2019

(₹ in Lakhs)

Particulars	Impact on (profit) / loss before tax (INR Lakhs)	
	31st March 2019	31st March 2018
USD sensitivity INR/USD -appreciated by 6% (31 March 2018-4%) INR/USD -depreciated by 6% (31 March 2018-4%)	 (13.33) 13.33	 (3.98) 3.98
GBP sensitivity INR/GBP-appreciated by 2% (31 March 2018-16%) INR/GBP-depreciated by 2% (31 March 2018-16%)	 (0.12) 0.12	 1.33 (1.33)
EUR sensitivity INR/EUR-appreciated by 4% (31 March 2018-18%) INR/EUR-depreciated by 4% (31 March 2018-18%)	 0.01 (0.01)	 3.25 (3.25)
TRY sensitivity INR/TRY-appreciated by 24% (31 March 2018-16%) INR/TRY-depreciated by 24% (31 March 2018-16%)	 (44.36) 44.36	 (36.03) 36.03

(D) Cash Flow and Fair Value Interest Rate Risk

The Company's main interest rate risk arises from long-term borrowings with variable rates, which exposes the Company to cash flow interest rate risk.

The Company's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates. However, the Company has no fixed rate borrowings.

(i) Interest Rate Exposure

The exposure of the Company's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	31st March 2019	31st March 2018
Variable rate borrowings	289.48	104.19
Fixed rate borrowings	-	-
Total Borrowings	**289.48**	**104.19**

As at the end of the reporting period, the Company had the following variable rate borrowings outstanding:

Particulars	31st March 2019			31st March 2018		
	Weighted Average Interest Rate	Balance	% of Total Loans	Weighted Average Interest Rate	Balance	% of Total Loans
Secured Term Loan from Banks	10.83%	289.48	100.00%	9.90%	104.19	100%
Net Exposure to Cash Flow Interest Rate Risk		**289.48**			**104.19**	

(ii) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates.

Particulars	Impact on Profit / (Loss) before tax	
	31st March 2019	31st March 2018
Interest rates – increase by 50 basis points	-	(0.10)
Interest rates – decrease by 50 basis points	-	0.10

Note 31 : Names of related parties and relationship

A. Ultimate Parent

Multi Act Industrial Enterprises Ltd., Mauritius

B. Subsidiaries

1 ICC International Agencies Ltd.

2 Garnett Wire Ltd., UK

3 Shivraj Sugar and Allied Products Pvt Ltd.

C Directors -

i) Mr. K K Trivedi (upto 5th February 2019)

ii) Mr. P K Trivedi

iii) Mr. M K Trivedi

iv) Mr. H C Asher (upto 1st April 2019)

v) Mr. J M Kothary

vi) Mr. Sudhir Merchant

vii) Dr. Sangeeta Pandit

viii) Mr. S W Karkamkar (w.e.f 29th July 2018)

ix) Mr. Darshan Bhatia (w.e.f 30th October 2018)

D Key Management Personnel

i) Vinod Vazhapulli (CEO) (Till 31st December 2018)

ii) Alok Misra (CEO) (w.e.f 7th May 2019)

E Enterprises Over Which KMP or Relatives of KMP Are Able To Exercise Significant Influence

1 Multi Act Constructions Pvt. Ltd.

2 Multi Act Realty Enterprises Pvt. Ltd

3 Multi Act Trade & Investments Private Limited

4 Crawford Bayley & Co.

5 Encore Business Centres LLP

6 Acre Street India Pvt. Ltd.

7 Multi Act Equity Consultancy Pvt. Ltd.

Note 32 : Related Party Transactions

(₹ in Lakhs)

Nature of party	Nature of transaction	Year ended 31st March 2019	Year ended 31st March 2018
a) Multi Act Industrial Enterprises Ltd., Mauritius	Dividend paid	-	52.20
b) Garnett Wire Ltd., UK	Sales	10.72	11.45
	Purchases	56.45	80.57
	Amount receivable	7.53	11.36
	Amount payable	4.78	11.82
	Dividend Received	-	-
	Reimbursement of Expenses	6.41	1.36
c) ICC International Agencies Limited	Dividend Received	-	-
d) Multi Act Constructions Private Limited	Rent paid	-	-
	Deposit Receivable	-	-
	Deposit Received Back	-	240.00
e) Multi Act Realty Enterprises Private Limited	Rent paid	5.40	7.20
	Amount Payable	-	-
	Deposit Receivable	3.60	3.60
f) Multi Act Trade & Investments Private Limited	Investment Advisory Fees Paid	15.00	11.25
	Amount Payable	2.50	4.05
g) Crawford Bayley & Co.	Professional Charges Paid	-	2.15
h) Provident Fund Trust	P. F. Contribution during the year	63.41	193.98
	P.F. Amount Payable	4.55	14.69
	Provision against Deficit in Trust	-	33.01
	Deficit in Trust Payable	52.99	88.85
I Shivraj Sugar and Allied Products Private Limited	Amount Receivable	0.05	0.05
j) Key Management Personnel			
a) Mr. K K Trivedi - (upto 5th February 2019) Chairman Emeritus	Sitting fees as Director	0.60	0.90
b) Mr. Prashant K. Trivedi - Chairman	Sitting fees as Director	1.80	1.85
c) Mr. Mehul K. Trivedi - Director (Non Executive)	Sitting fees as Director	1.85	1.95
d) Mr. H. C. Asher (Upto 1st April 2019) Independent Director (Non Executive)	Sitting fees as Director	3.65	3.15
e) Mr. J M Kothary Independent Director (Non Executive)	Sitting fees as Director	3.65	2.85
f) Mr. Sudhir Merchant Independent Director (Non Executive)	Sitting fees as Director	3.45	2.40
g) Dr. Sangeeta S. Pandit Independent Director (Non Executive)	Sitting fees as Director	2.40	1.80
h) Mr. S W Karkamkar (w.e.f 29th July 2018) Director (Non Executive)	Sitting fees as Director Professional Fees	0.90 7.50	-
i) Mr. D V Bhatia (w.e.f 30th October 2018) Independent Director (Non Executive)	Sitting fees as Director	0.60	-
j) Mr. Vinod Vazhapulli Chief Executive Officer (till 31st Dec 2018)	Short Term Employee Benefits Paid	47.43	48.53
	Other Perquisites	3.95	5.05
	Payable	-	6.03

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

Note 33 : Contingent Liabilities

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Income Tax Demands	18.07	35.64
Sales Tax Demands	-	674.42
Guarantee with Labour Commissioner	70.00	-
Other Matters	2.00	14.15
Total Contingent Liabilities	**90.07**	**724.21**

Note 34 : Capital Commitments

Particulars	31st March 2019	31st March 2018
Contracts remaining to be executed on capital account and not provided for (net of advances)	160.21	478.23
Total Capital Commitments	**160.21**	**478.23**

Note 35 : Net Debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

Particulars	31st March 2019	31st March 2018
Cash and cash equivalents	120.10	121.23
Borrowings		
-Current borrowings	(972.87)	(1,099.25)
-Non-current borrowings	(289.48)	(104.19)
Net debt	**(1,142.25)**	**(1,082.21)**

Particulars	Other assets	Liabilities from financing activities	Total
	Cash and cash equivalents	Borrowings	
Net debt as at 1 April 2018	121.23	(1,203.44)	(1,082.21)
Cash flows	(1.13)	(60.96)	(62.10)
Exchange differences	-	-	-
Interest expense	-	(129.32)	(129.32)
Interest paid	-	131.38	131.38
Net debt as at 31 March 2019	**120.10**	**(1,262.34)**	**(1,142.25)**

Note 36 : Reconciliation of Effective Tax Rate

Particulars	31st March 2019	31st March 2018
Accounting Profit before Tax	**(1,883.97)**	**(2,272.68)**
Tax at Statutory Income Tax rate	**(489.83)**	**(751.42)**
Differences in tax rate and effective tax rate		
Income exempt from income tax	(30.32)	(49.58)
Reversal of DTL on fair value on sale of investments	-	(91.25)
Tax impact on rate differences	-	193.72
DTA on losses not created	520.15	206.99
Reversal of DTA having no effect due to losses	83.36	-
Income Tax expense reported in Statement of Profit and Loss	**83.36**	**(491.54)**

Note 37 : Disclosure as per section 22 of the MSMED Act.

(₹ in Lakhs)

Particulars	FY 2018-19
Principal amount remaining unpaid to any supplier as at the end of accounting year	43.44
Interest due thereon remaining unpaid to any supplier as at the end of accounting year	3.15
Amount of interest paid by the buyer under MSMED along with payments made to supplier beyond appointed day during each accounting year	-
Interest due and payable for the period (where the principal has been paid but interest under MSME not paid)	27.41
Interest accrued and remaining unpaid at the end of accounting year	30.56
Amount of further interest due and payable even in succeeding year, until when interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as deductible expenditure u/s 23.	1.08

Note 38 : Segment Reporting

Sr. No.	Particulars	Card Clothing	Realty	Others	Total
1	**Revenu**				
	a) **External Sales**				
	i) **Manufactured / Services**	**3,769.17**	**-**	**-**	**3,769.17**
	Previous Year	(5,158.62)	-	-	(5,158.62)
	ii) **Traded**	**94.93**	**-**	**-**	**94.93**
	Previous Year	(146.38)	-	-	(146.38)
	b) **Inter-segment sales**	**-**	**-**	**-**	**-**
	Previous Year	-	-	-	-
	c) **Other operating income**	**91.98**	**671.15**	**-**	**763.13**
	Previous Year	(110.34)	(612.31)	-	(722.65)
	d) **Other Income**	**24.41**	**287.11**	**-**	**311.52**
	Previous Year	(229.45)	(321.33)	-	(550.78)
	Total Revenue	**3,980.49**	**958.26**	**-**	**4,938.75**
	Previous Year	**(5,644.79)**	**(933.64)**	**-**	**(6,578.44)**
2	**Net profit**	**(2,210.31)**	**618.10**	**(291.75)**	**(1,883.97)**
	Previous Year	(2,639.77)	645.88	(278.79)	(2,272.68)
3	**Other Information**				
	a) **Segment Assets**	**6,105.68**	**3,495.86**	**766.07**	**10,367.61**
	Previous Year	(6,297.70)	(7,205.95)	(778.01)	(14,281.67)
	b) **Segment Liabilities**	**2,947.78**	**1,061.09**	**28.42**	**4,037.30**
	Previous Year	(4,854.59)	(1,073.00)	(36.21)	(5,963.80)
	c) **Capital Expenditure incurred** during the year	**116.09**	**-**	**-**	**116.09**
	Previous Year	(30.03)	-	-	(30.03)
	d) **Depreciation/ Amortisation**	**348.09**	**56.04**	**-**	**404.13**
	Previous Year	(460.87)	(56.44)	-	(517.31)

Secondary Segment Information

Information geographical location of customers

(₹ in Lakhs)

Particulars	Revenue	Trade Receivables
Domestic Sales	**2,861.37**	**616.37**
Previous year	(3,748.32)	(780.63)
Export sales	1,002.73	374.02
	(1,592.58)	**(331.00)**

Note 39 : Previous year's figure have been re-grouped wherever necessary to conform to current year's grouping.

Note 40 : Previous year figures are given in bracket / *Italics.*

As per our report attached
M/S. P.G. BHAGWAT
Chartered Accountants
FRN-101118W

Mehul Trivedi
Director
(DIN: 00030481)

Sanjeevkumar Karkamkar
Director
(DIN: 00575970)

Sandeep Rao
Partner
Membership No. 047235

Alok Misra
Chief Executive Officer

Kishor Makwana
Chief Financial Officer

Amogh Barve
Company Secretary

Date : May 24, 2019.
Place : Mumbai

FORM NO. AOC - 1

(Pursuant to first proviso to sub section (3) of Section 129 read with rule 5 of The Companies (Accounts) Rules, 2014
Statement containing salient features of the financial statement of subsidiaries / associates companies / joint ventures

PART - A

(Rs. in Lakh)

Sr. No.	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Date of Acquisiton	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Share capital	Reserves & Surplus	Total assets	Total Liabilities (excluding Share Capital and Reserves & Surplus)	Investments	Turnover (includes inter-company transaction)	Profit / (Loss) before taxation	Provision for taxation	Profit / (Loss) after taxation	Proposed dividend	% of shareholding
1)	ICC International Agencies Limited	Same as holding Company's reporting period, i.e., from April 1, 2018 to March 31, 2019	January 25, 2001	Indian subsidiary and hence not applicable.	50.00	51.35	123.93	22.58	-	262.01	(94.20)	-	(94.20)	-	99.99%
2)	Garnett Wire Limited, UK	Same as holding Company's reporting period, i.e., from April 1, 2018 to March 31, 2019	May 8, 1997	UK Pound (Rs. 90.23 / GBP)	315.81	313.55	760.33	130.98	-	943.94	16.11	(3.92)	12.19	-	60.00%
3)	Shivraj Sugar and Allied Products Pvt. Ltd.	Same as holding Company's reporting period, i.e., from April 1, 2018 to March 31, 2019	March 15, 2007	Indian subsidiary and hence not applicable.	1.00	(1.05)	(1.05)	0.05	-	-	-	-		-	94.00%

Notes:
1) Shivraj Sugar and Allied Products Private Limited has not yet started the operations.
2) None of the subsidiaries mentioned above have been sold or liquidated during the year 2018-19.
3) Part "B" of this statement is not applicable, as the Company neither has any associates nor joint ventures.

As per our report attached
M/S. P. G. BHAGWAT
Firm Registration No. - 101118W
Chartered Accountants

Mehul Trivedi
Director
(DIN: 00030481)

Sanjeevkumar Karkamkar
Director
(DIN: 00575970)

Sandeep Rao
Partner
Membership No.: 047235

Alok Misra
Chief Executive Officer

Kishor Makwana
Chief Financial Officer

Amogh Barve
Company Secretary

Date : May 24, 2019
Place : Mumbai

INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF THE INDIAN CARD CLOTHING COMPANY LIMITED

Report on the Audit of the Consolidated Indian Accounting Standards (Ind AS) Financial Statements

Opinion

We have audited the accompanying consolidated Ind AS financial statements of The Indian Card Clothing Company Limited (hereinafter referred to as the 'Holding Company") and its subsidiaries (Holding Company and its subsidiaries together referred to as "the Group"), which comprise the consolidated Balance Sheet as at 31 March 2019, and the consolidated statement of Profit and Loss (including Other Comprehensive Income), the consolidated Statement of Changes in Equity and the consolidated Cash Flows Statement for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the Consolidated Ind AS Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Company as at 31 March 2019, of consolidated loss (including Other Comprehensive Income), consolidated changes in equity and its consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements section of our report. We are independent of the Group in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Consolidated Ind AS financial statements under the provisions of the Companies Act, 2013 and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

1. Valuation of Investments

Description of Key Audit Matter

The Company has total investments of Rs. 2700.47 Lakhs which constitutes about 24% of the total assets of the group. During the year fair valuation gain is Rs. 129.46 Lakhs accounted for under other income in statement of Profit and Loss. In terms of Ind AS 109 "Financial Instruments" Investments, which are financial assets, are required to be fair valued. Improper fair valuation of investments would have adverse effect on profit/ loss for the year or other comprehensive income for the year. Considering the quantum of investment and fair valuation gain we have considered the same as Key Audit Matter.

Description of Auditor's Response

We have performed the following audit procedures in relation to the audit of investments and it's fair valuation:

a. Verification of de-mat account and statement of account in respect of mutual funds for confirming existence of investments as on 31st March 2019.

b. In respect of investments in bonds and mutual funds, which are fair valued through profit or loss, fair value for the same is verified from statement of NAV from mutual funds, market quotations and wherever the latest traded quotation not available, the fair value is obtained from CRISIL.

c. Gain/loss is verified from the sale consideration and the fair value of investment as on the date of sale.

2. Trade receivable

Description of Key Audit Matter

Trade receivable as on 31st March 2019, are Rs. 1102.95 Lakhs and Impairment provision against the same is Rs. 100.93 Lakhs.

Management judgement is involved in identifying impairment in the value of receivable as well as formulating the policy for creating provisioning against impairment which has as adverse effect on the profit/loss of the Company.

Description of Auditor's Response

We have performed the following processes in relation to Management's Judgement in identification of impairment of value of Receivables and adequacy of impairment provisions:

a. We have verified age-wise analysis of receivables.

b. We have sought information and explanation from the management regarding status of receivable in respect of overdue receivable for the purpose of ensuring adequacy of provision.

We have also tested subsequent collection made from the overdue receivables.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the (information included in the annual report, but does not include the consolidated Ind AS financial statements and our auditor's report thereon.) which we obtained prior to the date of this auditor's report.

Our opinion on the consolidated Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated Ind As financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated Ind AS financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information; we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Ind AS Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated Ind AS financial statements in term of the requirements of the Companies Act, 2013 that give a true and fair view of the consolidated financial position, consolidated financial performance, the consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated Ind AS financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated Ind AS financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Ind AS Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

Identify and assess the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(If the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.

Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

Evaluate the overall presentation, structure and content of the consolidated Ind AS financial statements, including the disclosures, and whether the consolidated Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group to express an opinion on the consolidated Ind AS financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated Ind AS financial statements of which we are the independent auditors. For the other entities included in the consolidated Ind AS financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated Ind AS financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter/s

We did not audit the financial statements/financial information of two subsidiaries, whose financial statements/ financial information reflect total assets of Rs756.69 Lakhs as at 31 March 2019, total revenue of Rs. 943.94 Lakhs, and net cash flows amounting to Rs 12.81 Lakhs for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements/ financial information have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion on the consolidated Ind AS financial statements insofar as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated Ind AS financial statements and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ financial information certified by the Management

Report on Other Legal and Regulatory Requirements

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

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated Ind AS financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated Ind AS financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.

   c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated Ind AS financial statements.

   d) In our opinion, the aforesaid consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

   e) On the basis of the written representations received from the directors of the Holding Company as on 31 March 2019 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors of its subsidiary companies, incorporated in India, none of the directors of the Group companies, incorporated in India is disqualified as on 31 March 2019 from being appointed as a director in terms of Section 164(2) of the Act.

   f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

      (i) The consolidated Ind AS financial statements disclose the impact, if any, of pending litigations as at 31 March 2019 on the consolidated financial position of the Group,– Refer Note 33 to the consolidated Ind AS financial statements.

      (ii) The Group, did not have any material foreseeable losses on long-term contracts including derivative contracts as at 31 March 2019.

      (iii) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, incorporated in India during the year ended 31 March 2019.

      (iv) The reporting on disclosures relating to Specified Bank Notes is not applicable to the Holding Company and subsidiaries companies incorporated in India for the year ended 31st March 2019.

For **M/s P. G. Bhagwat**
Firm Registration Number: 101118W
Chartered Accountants

Sandeep Rao
Partner
Membership No.: 047235

Mumbai
May 24, 2019

Annexure A: To the Independent Auditors' Report of even date on the consolidated Ind AS financial statements of The Indian Card Clothing Company Limited

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

We have audited the internal financial controls over financial reporting of **The Indian Card Clothing Company Limited** (hereinafter referred to as "the Holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") as of 31st March, 2019 in conjunction with our audit of the consolidated Ind AS financial statements of the Group for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditor's Responsibility

Our responsibility is to express an opinion on the Group's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated Ind AS financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Group's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

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

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

Though the Group has maintained, in all material respects, internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as of 31st March 2019, based on the internal control over financial reporting criteria established by the Group considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India, we are of the opinion that formal documentation to substantiate controls needs to be strengthened. However our above observation does not affect our opinion on the Ind AS consolidated financial statements of the Group.

Other Matters

We did not audit the internal financial controls over financial reporting of 2 subsidiaries, out of which one is located outside India and is not company registered under The Companies Act, 2013.

For **M/s P G Bhagwat**
Firm Registration Number: 101118W
Chartered Accountants

Sandeep Rao
Partner
Membership Number 047235

Mumbai
May 24, 2019

CONSOLIDATED BALANCE SHEET

(₹ in Lakhs)

Particulars	Notes	As at 31st March 2019	As at 31st March 2018
ASSETS			
Non-Current Assets			
Property, plant and equipment	2	3,425.62	3,714.20
Other intangible assets		3.12	-
Capital work-in-progress	3	39.25	55.54
Financial assets			
i. Investments	4	1,057.51	1,263.64
ii. Loans	5(a)	112.94	88.22
iii. Other Financial Assets	5(b)	0.96	-
Other Non current assets	6	662.40	338.92
Current Tax assets (Net)		102.65	66.08
Deferred Tax assets (Net)	7	451.65	525.04
Total Non-Current Assets		**5,856.10**	**6,051.64**
Current Assets			
Inventories	8	1,662.35	1,857.81
Financial assets			
i. Investments	9	1,642.97	5,189.96
ii. Trade receivables	10	1,102.95	1,310.30
iii. Cash and cash equivalents	11	294.26	229.34
iv. Bank balances not included in (iii) above	11	161.69	189.60
v. Other financial assets	12	26.39	48.35
Other current assets	13	328.38	207.05
Total Current Assets		**5,218.98**	**9,032.41**
TOTAL ASSETS		**11,075.08**	**15,084.05**

As per our report attached
M/S. P.G. BHAGWAT
Chartered Accountants
FRN-101118W

Mehul Trivedi
Director
(DIN: 00030481)

Sanjeevkumar Karkamkar
Director
(DIN: 00575970)

Sandeep Rao
Partner
Membership No. 047235

Alok Misra
Chief Executive Officer

Kishor Makwana
Chief Financial Officer

Amogh Barve
Company Secretary

Date : May 24, 2019.
Place : Mumbai

CONSOLIDATED BALANCE SHEET

(₹ in Lakhs)

Particulars	Notes	As at 31st March 2019	As at 31st March 2018
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	455.11	455.11
Other Equity		-	
Reserves and surplus	15	5,923.62	8,000.06
Non-controlling Interest		537.85	532.97
Total Equity		**6,916.58**	**8,988.14**
LIABILITIES			
Non-Current Liabilities			
Financial liabilities			
i. Borrowings	16 (a)	228.24	91.35
ii. Other financial liabilities	17	861.92	858.42
Provisions (Non - Current)	18	211.18	240.87
Other liabilities	19	24.42	106.55
Total Non-Current Liabilities		**1,325.76**	**1,297.19**
Current Liabilities			
Financial liabilities			
i. Borrowings	16 (b)	972.87	1,108.22
ii. Trade payables	20		
- Trade Payables - Total outstanding dues of micro enterprises and small enterprises.		43.44	-
- Trade Payables - Total outstanding dues of Creditors other than micro enterprises and small enterprises.		1,026.73	1,521.40
iii. Other financial liabilities	17	237.24	1,485.73
Provisions (Current)	18	5.62	322.52
Other current liabilities	21	546.84	360.85
Total Current Liabilities		**2,832.74**	**4,798.72**
Total Liabilities		**4,158.50**	**6,095.91**
TOTAL EQUITY AND LIABILITIES		**11,075.08**	**15,084.05**
Summary of significant accounting policies	**1**		
The accompanying notes are integral part of the Financial Statements	**1 - 41**		

As per our report attached

M/S. P.G. BHAGWAT
Chartered Accountants
FRN-101118W

Mehul Trivedi
Director
(DIN: 00030481)

Sanjeevkumar Karkamkar
Director
(DIN: 00575970)

Sandeep Rao
Partner
Membership No. 047235

Alok Misra
Chief Executive Officer

Kishor Makwana
Chief Financial Officer

Amogh Barve
Company Secretary

Date : May 24, 2019.
Place : Mumbai

CONSOLIDATED STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH 2019

(₹ in Lakhs)

Particulars	Notes	As at 31st March 2019	As at 31st March 2018
Continuing operations			
Revenue from operations	22	5,761.20	7,261.09
Other income	23	316.34	557.66
Total Income		**6,077.54**	**7,818.75**
Expenses			
Cost of materials consumed		1,771.04	2,249.66
Purchases of stock-in-trade		205.30	290.33
Changes in inventories of work-in-progress, stock-in-trade and finished goods	24	325.15	19.90
Excise Duty		-	109.48
Employee benefit expenses	25	1,967.04	2,900.47
Depreciation and amortisation expenses	26	429.86	544.35
Other expenses	27	3,079.77	2,457.77
Finance costs	28	261.81	244.52
Total Expenses		**8,039.97**	**8,816.48**
Profit/(Loss) before Exceptional items and Tax		**(1,962.43)**	**(997.73)**
Exceptional items			
Expenses for settlement with Union employees		-	(1,302.30)
Profit/(Loss) before Tax from Continuing Operations		**(1,962.43)**	**(2,300.03)**
Income Tax expense			
- Current tax		6.51	7.41
- Deferred tax	7	80.50	(493.28)
Total Tax Expense		87.01	(485.87)
Profit/(Loss) from Continuing Operations		**(2,049.44)**	**(1,814.16)**
Discontinued Operations		-	
Profit from discontinued operations before tax		-	
Tax expense of discontinued operations		-	
Profit/(Loss) from Discontinued Operations		-	-
Profit/(Loss) for the year		(2,049.44)	(1,814.16)
Attributable to:			
Non-controlling Interests		4.88	8.40
Owners of the Company		(2,054.31)	(1,822.56)
Other Comprehensive Income			
Items that will not be reclassified to profit or loss		-	
Actuarial Gain / (Loss)		(26.84)	(40.27)
Income tax relating to these items	7	7.11	13.44
Non-controlling Interests		-	-
		(19.73)	**(26.83)**
Items that will be reclassified to profit or loss			
Exchange differences on translation of Foreign Operations		**(2.39)**	**(11.02)**
Total Comprehensive Income for the year		**(2,071.55)**	**(1,852.01)**
Attributable to:			
Non-controlling Interests		**4.88**	**8.40**
Owners of the Company		**(2,076.43)**	**(1,860.41)**
Earnings per equity share (Nominal Value per share INR 10)			
Basic & Diluted		(45.14)	(40.05)

As per our report attached

M/S. P.G. BHAGWAT
Chartered Accountants
FRN-101118W

Mehul Trivedi
Director
(DIN: 00030481)

Sanjeevkumar Karkamkar
Director
(DIN: 00575970)

Sandeep Rao
Partner
Membership No. 047235

Alok Misra
Chief Executive Officer

Kishor Makwana
Chief Financial Officer

Amogh Barve
Company Secretary

Date : May 24, 2019.
Place : Mumbai

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2019

(₹ in Lakhs)

Particulars	As at 31st March 2019	As at 31st March 2018
A. Cash flow from operating activities		
Net profit before tax	**(1,962.43)**	**(2,300.02)**
Adjustments for:		
Loss / (profit) on sale of property, plant and equipment	(0.94)	1.56
Bad Debts / Provision for doubtful debts and advances	70.14	106.49
Excess provision / creditors written back (including advances)	(9.92)	(213.48)
Unrealised foreign exchange (gain) / loss (net) and Foreign Exchange Translation Reserve	12.99	0.44
Income from Sale of Investment	(40.80)	(12.00)
Depreciation and amortisation	429.86	544.35
Interest earned	(87.76)	(80.34)
Unrealised (gain) / loss on mutual fund investments	(129.46)	(127.91)
Dividend from mutual fund investments	(41.91)	(116.40)
Interest charged	161.31	244.52
Operating profit before working capital changes	**(1,598.92)**	**(1,952.79)**
Changes in working capital		
(Increase) /decrease in trade receivables	121.78	(239.96)
(Increase)/decrease in inventories	195.46	(180.03)
(Increase)/decrease in non-current loans	(24.72)	236.34
(Increase)/decrease in non-current Other Financial assets	(0.96)	-
(Increase)/decrease in other non-current assets	(6.02)	(2.16)
(Increase)/decrease in current financial assets-others	23.59	(11.85)
(Increase)/decrease in other current assets	(93.41)	17.18
Increase/(decrease) in other non current finanical liabilities	3.50	212.09
Increase/(decrease) in trade payables	(471.83)	712.96
Increase/(decrease) in other current financial liabilities	(1,289.61)	1,117.18
Increase/(decrease) in other non current liabilities	(82.13)	(62.22)
Increase/(decrease) in other current liabilities	185.99	58.54
Increase/(decrease) in long term provisions	(56.53)	(45.89)
Increase/(decrease) in short term provisions	(316.90)	264.14
Cash generated from operations	**(3,410.72)**	**123.53**
Direct taxes paid (including taxes deducted at source), net of refunds	(43.08)	(107.74)
NET CASH FROM OPERATING ACTIVITIES	**(3,453.80)**	**15.79**
B. Cash flow from investing activities		
Purchase of property, plant and equipment and intangible assets	(446.15)	(32.86)
(Purchase)/ Sale of investments (net)	3,923.39	(11.09)
Proceeds from sale of property, plant and equipment	1.53	36.88
Interest received on investments	86.13	78.48
Dividend received on investments	41.91	116.40
NET CASH FROM / (USED) IN INVESTING ACTIVITIES	**3,606.80**	**187.81**
C. Cash flow from financing activities		
Increase / (Decrease) in Long term borrowings	187.88	(8.21)
Increase / (Decrease) in borrowings	(135.35)	168.86
FCTR		-
Dividend paid including dividend distribution tax	(7.79)	(91.68)
Interest paid	(132.81)	(242.46)
NET CASH FROM / (USED) IN FINANCING ACTIVITIES	**(88.07)**	**(173.49)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**64.92**	**30.11**
Cash and cash equivalents at the beginning of the year (Refer Note 11)	**229.34**	**199.23**
Cash and cash equivalents at the end of the year (Refer Note 11)	**294.26**	**229.34**

Note: The statement of Cash flows has been prepared under the "Indirect method" as set out in Ind AS - 7.

As per our report attached
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Sandeep Rao
Partner
Membership No. 047235

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Chief Executive Officer

Kishor Makwana
Chief Financial Officer

Amogh Barve
Company Secretary

Date : May 24, 2019.
Place : Mumbai

Consolidated Statement of Changes in Equity for the year ended 31st March 2019

A. Equity Share Capital

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Balance at the beginning of the year	455.11	455.11
Changes in equity share capital during the year	-	-
Balance at the end of the year	**455.11**	**455.11**

B. Other Equity

Particulars	Securities premium Reserve	General Reserve	Capital Reserve	Retained Earnings	Foreign Currency Translation reserve	Other Compre-hensive Income	Non Controlling Interest	Total
Balance at 1 April 2017	**910.22**	**2,350.20**	**10.88**	**6,756.73**	**(1.29)**	**(56.73)**	**524.57**	**10,494.58**
Profit for the year	-	-	-	(1,822.55)	(11.02)		8.40	(1,833.57)
Dividends paid				(109.55)				(109.55)
Remeasurement of post-employment benefit obligations, net of tax				-		(26.83)		(26.83)
Total	**910.22**	**2,350.20**	**10.88**	**(1,932.10)**	**(11.02)**	**(26.83)**	**8.40**	**1,309.75**
Transactions with owners in their capacity as owners:								
Issue of equity shares, net of transaction costs								
Dividends paid								
Balance at 31 March 2018	910.22	2,350.20	10.88	4,824.63	(12.31)	(83.56)	532.97	8,533.03
Profit for the year	-	-	-	(2,054.31)	(2.39)		4.88	(2,051.82)
Dividends paid				-	-			-
Other deductions / write backs / Adjustment				-	-			-
Remeasurement of post-employment benefit obligations, net of tax				-	-	(19.73)		(19.73)
Total	**910.22**	**2,350.20**	**10.88**	**(2,054.31)**	**(2.39)**	**(19.73)**	**4.88**	**1,199.74**
Transactions with owners in their capacity as owners:								
Issue of equity shares, net of transaction costs						-		
Dividends paid						-		
Balance at 31 March 2019	**910.22**	**2,350.20**	**10.88**	**2,770.32**	**(14.70)**	**(103.29)**	**537.85**	**6,461.48**

As per our report attached
M/S. P.G. BHAGWAT
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Company Secretary

Date : May 24, 2019.
Place : Mumbai

CONSOLIDATED NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2019

The Group and nature of its operations

The Indian Card Clothing Company Limited having its registered and corporate office in Pune, Maharashtra, India carries business in card clothing and real estate segments. The Company is a public limited Company and is listed on the National Stock Exchange of India and the Bombay Stock Exchange Limited.

Note 1: Significant Accounting Policies

This note provides a list of the significant accounting policies adopted in the preparation of these Consolidated financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

(a) Basis of Preparation

i. Compliance with Ind AS

The Consolidated financial statements comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act) [Companies (Indian Accounting Standards) Rules, 2015] and other relevant provisions of the Act.

The financial statements up to year ended 31 March 2017 were prepared in accordance with the accounting standards notified under Companies (Accounting Standard) Rules, 2006 (as amended) and other relevant provisions of the Act.

These financial statements are the first financial statements of the Group under Ind AS. Refer Notes 38, 39 and 40 for an explanation of how the transition from previous GAAP to Ind AS has affected the group's financial position, financial performance and cash flows.

ii. Historical Cost Conversion

The Financial Statements have been prepared on historical cost basis, except the following:

- Certain financial assets and liabilities are measured at fair value;
- defined benefit plans – plan assets measured at fair value

iii. Amended standards adopted by the Group

The amendments to Ind AS 7 require disclosure of changes in liabilities arising from financing activities, see note 35.

iv. Current/non-current classification

All assets and liabilities have been classified as current or non-current as per the Group's operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. Based on the nature of products and the time between the acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current/non-current classification of assets and liabilities.

v. Principles of Consolidation

The consolidated financial statements comprise the financial statements of the company and its subsidiaries as at 31 March 2018.

Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee);
- Exposure, or rights, to variable returns from its involvement with the investee; and
- The ability to use its power over the investee to affect its returns.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that group member's financial statements in

preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the holding company, i.e., year ended on 31 March. The subsidiaries considered in the consolidated financial statements are summarized below:

Name of the Subsidiary	Country of Incorporation	31st March 2018	31st March 2017
Garnett Wire Limited, UK	England	60%	60%
ICC International Agencies Private Limited	India	100%	100%
Shivraj Sugar and Allied Products Private Limited	India	94%	94%

In preparing the consolidated financial statements, the Group has used the following key consolidation procedures:

- Combine like items of assets, liabilities, equity, income, expenses and cash flows of the holding company with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of assets and liabilities recognised in the consolidated financial statements at the acquisition date.
- Offset (eliminate) the carrying amount of the holding company's investment in each subsidiary and the holding company's portion of equity of each subsidiary. Business combinations policy explains accounting for any related goodwill.
- Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the group. Profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and property, plant and equipment, are eliminated in full. However, intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 - Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit and loss and each component of other comprehensive income ('OCI') are attributed to the equity holders of the holding company of the group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

A change in the ownership interest of a subsidiary, without a loss of control, is accounted for as an equity transaction. If the Group loses control over a subsidiary, it deconsolidates the subsidiary from the date it ceases control.

vi) Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred. At the acquisition date, the identifiable assets acquired and the liabilities assumed (including contingent liabilities) are recognised/measured at their acquisition date fair values, except for certain cases.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in in OCI and accumulated in equity as capital reserve.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

(b) Accounting estimates, assumptions & judgements

The preparation of the financial statements requires management to make estimates, assumptions and judgments that affect the reported balances of assets and liabilities and disclosures as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates considering different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Impact on account of revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying values of assets and liabilities within the next financial year are discussed below.

Deferred Income Tax Assets and Liabilities

Significant management judgment is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits. The amount of total deferred tax assets could change if estimates of projected future taxable income or if tax regulations undergo a change.

Useful life of Property, Plant & Equipment (PPE)

The Management reviews the estimated useful lives and residual value of PPE at the end of each reporting period. The factors such as changes in the expected level of usage, number of shifts of production, technological developments and product life-cycle, could significantly impact the economic useful lives and the residual values of these assets. Consequently, the future depreciation charge could be revised and thereby could have an impact on the profit of the future years.

Employee Benefit Obligations

Employee benefit obligations are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, employee benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

Litigations

From time to time, the Group is subject to legal proceedings, the ultimate outcome of each being always subject to many uncertainties inherent in litigation. A provision for litigation is made when it is considered probable that a payment will be made and the amount of the loss can be reasonably estimated. Significant judgement is made when evaluating, among other factors, the probability of unfavourable outcome and the ability to make a reasonable estimate of the amount of potential loss. Litigation provisions are reviewed at each accounting period and revisions made for the changes in facts and circumstances.

(c) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The board of directors of the Group are identified as the Chief operating decision maker. Refer note 41 for segment information presented.

(d) Foreign Currency

The financial statements are presented in Indian rupee (INR), which is The Indian Card Clothing Limited's functional and presentation currency. On initial recognition, all foreign currency transactions are translated into the functional currency using the exchange rates prevailing on the date of the transaction. As at the reporting date, foreign currency monetary assets and liabilities are translated at the exchange rate prevailing on the Balance Sheet date and the exchange gains or losses are recognised in the Statement of Profit and Loss.

(e) Revenue Recognition

1. Sale of goods and rendering of services

Revenue is measured at the fair value of the consideration received or receivable. Amounts disclosed as revenue are inclusive of excise duty and net of returns, trade allowances, rebates, taxes and amounts

collected on behalf of third parties such as Goods and Services Tax. The Group recognizes revenue from sale of goods when the amount can be reliably measured, it is probable that future economic benefits will flow to the entity and when significant risks and rewards of ownership of goods have been transferred to the buyer. Revenue from services is recognised as the related services are performed. Commission income is recognized when it is due and there is no uncertainty about it's realisation

2. Income from Lease Rentals

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

3. Other Income -

** **Dividends -** Dividend on investments is recognised when the Group's right to receive it is established.

** **Interest Income -** Interest income from debt instruments is recognised using effective interest rate method (EIR). EIR is the rate that exactly discounts the estimated future cash payments or receipts over the expected life of the financial instrument or a shorter period, where appropriate, to the gross carrying amount of the financial asset or to the amortised cost of a financial liability.

** **Export Benefits -** Export benefits in the form of Duty Draw Back are recognized on receipt basis and export benefits from Merchandise Exports Incentive Scheme (MEIS) claims are recognised in the statement of profit and loss on accrual basis.

(f) Borrowing Costs

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation. Other borrowing costs are expensed in the period in which they are incurred.

(g) Income Taxes

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

Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation. It establishes provisions where appropriate on the basis of amounts expected to be paid to the tax authorities.

Minimum Alternate Tax (MAT) paid in a year is charged to the statement of profit and loss as current tax. The Group recognises MAT credit available as an asset only to the extent that there is convincing evidence that the Group will pay normal income tax during the specified period, i.e., the period for which MAT credit is allowed to be carried forward. The Group reviews the 'MAT credit entitlement' asset at each reporting date and writes down the asset to the extent the Group does not have convincing evidence that it will pay normal tax during the specified period.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss). Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

(h) Leases

The determination of whether an arrangement is (or contains) a lease is based on the substance of the arrangement at the inception of the lease. The arrangement is, or contains, a lease if fulfilment of the arrangement is dependent on the use of a specific asset or assets and the arrangement conveys a right to use the asset or assets, even if that right is not explicitly specified in an arrangement.

•• Group as a lessee

A lease is classified at the inception date as a finance lease or an operating lease. A lease that transfers substantially all the risks and rewards incidental to ownership to the Group is classified as a finance lease. Finance leases are capitalised at the commencement of the lease at the inception date fair value of the leased asset or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between finance charges and reduction of the lease liability to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are recognised in finance costs in the statement of profit and loss.

A leased asset is depreciated over the useful life of the asset. However, if there is no reasonable certainty that the Group will obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating lease payments are recognised as an expense in the statement of profit and loss on a straight-line basis over the lease term unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases or another systematic basis is available.

•• Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards of ownership of an asset are classified as operating leases. Rental income from operating lease is recognised on a straight-line basis over the term of the relevant lease unless the payments to the lessor are structured to increase in line with expected general inflation to compensate for the lessor's expected inflationary cost increases or another systematic basis is available. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

(I Cash & Cash Equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value.

(j) Trade Receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment.

The Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognised from initial recognition of the receivables for calculation of expected credit losses on trade receivables

(k) Inventories - Raw materials and stores, work in progress and finished goods

Raw materials and stores, work in progress and finished goods are stated at the lower of cost and net realisable value. Cost of raw materials comprises cost of purchases. Cost of work-in-progress and finished goods comprises direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure, the latter being allocated on the basis of normal operating capacity. Cost of inventories also include all other costs incurred in bringing the inventories to their present location and condition. Costs are assigned to individual items of inventory on the basis of first-in first-out basis. Costs of purchased inventory are determined after deducting rebates and discounts. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

(l) Investments

**** Classification**

The Group classifies its investments in the following measurement categories:

- Those to be measured subsequently at fair value (either through other comprehensive income, or through profit or (loss), and
- Those measured at amortised cost.

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

**** Measurement**

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income.

For investments in debt instruments, this will depend on the business model in which the investment is held.

For investments in equity instruments, this will depend on whether the Group has made an irrevocable election at the time of initial recognition to account for the equity investment at fair value through other comprehensive income.

The Group subsequently measures all equity investments at fair value. Where the Group's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss. Dividends from such investments are recognised in profit or loss when the Group's right to receive payments is established.

The Group reclassifies debt investments when and only when its business model for managing those assets changes.

(m) Property, Plant & Equipments

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items. Cost may also include transfers from equity of any gains or losses on qualifying cash flow hedges of foreign currency purchases of property, plant and equipment.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation on tangible assets is provided on the written down value (WDV) method over the useful lives of assets except one subsidiary where depreciation is provided under Straight Line Method and whose asset value is not material.

On transition to Ind AS, the Group has elected to continue with the carrying value of all of its property, plant and equipment recognised as at 1 April 2016 measured as per the previous GAAP and use that carrying value as the deemed cost of the property, plant and equipment.

(n) Trade and other payables

These amounts represent liabilities for goods and services provided to the Group prior to the end of financial year which are unpaid Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost.

(o) Borrowings

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the

redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method. Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

(p) Provisions & Contingencies

Provisions for legal claims and returns are recognised when the Group has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

A Contingent Liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the financial statements.

A Contingent Asset is not recognised in the financial statements. A contingent asset is disclosed, where an inflow of economic benefits is probable. Provisions, contingent liabilities and contingent assets are reviewed at each balance sheet date.

(q) Employee benefit obligations

•• Short-term employee benefits

Employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits and are recognised in the period in which the employee renders the related service.

•• Post-employment benefits

Defined contribution plans

Contributions to superannuation fund, which are defined contribution schemes, are recognised as an employee benefit expense in the statement of profit and loss in the period in which the contribution is due.

Defined benefit plans

Gratuity

The employees' gratuity scheme is a defined benefit plan. The present value of the obligation under such defined benefit plans is determined based on actuarial valuation using the projected unit credit method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation. The obligation is measured at the present value of the estimated future cash flows. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on government securities as at the reporting date, having maturity periods approximating to the terms of related obligations.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability and the return on plan assets (excluding amounts included in net interest on the net defined benefit liability), are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through other comprehensive income (OCI) in the period in which they occur. Remeasurements are not reclassified to the statement of profit and loss in subsequent periods.

In case of funded plans, the fair value of the plan's assets is reduced from the gross obligation under the defined benefit plans, to recognise the obligation on net basis.

When the benefits of the plan are changed or when a plan is curtailed, the resulting change in benefits that relates to past service or the gain or loss on curtailment is recognised immediately in the statement of profit and loss. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset. The Group recognises gains/ losses on settlement of a defined plan when the settlement occurs.

Provident fund

For holding company's employees, the Group makes the contributions to a trust. The rate at which the annual interest is payable to the beneficiaries by the trust is administered by the government. The Group has an obligation to make good the shortfall, if any, between the return from the investments of the trust and the notified interest rate.

The cost of providing benefits under above mentioned defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at balance sheet date, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

Other long-term employee benefits

The liabilities for earned leave are not expected to be settled wholly within twelve months after the end of the reporting period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the projected unit credit method as determined by actuarial valuation. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating the terms of the related obligation. Remeasurements as a result of experience adjustments and change in actuarial assumptions are recognised in the statement of profit and loss.

The obligations are presented as current/ non current liabilities in the balance sheet of the group depending upon the groups expected settlement of such obligations based on past experience.

(r) Cash dividend to equity holders

"The Group recognises a liability to make cash distributions to equity holders when the distribution is authorised and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity."

(s) Earnings per share (EPS)

Basic EPS is calculated by dividing the profit for the year attributable to equity holders of the Group by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares.

Diluted EPS adjust the figures used in the determination of basic EPS to consider

- The after-income tax effect of interest and other financing costs associated with dilutive potential equity shares, and
- The weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

(t) Intangible assets

•• Recognition and measurement

Intangible assets are recognised when the asset is identifiable, is within the control of the Group, it is probable that the future economic benefits that are attributable to the asset will flow to the Group and cost of the asset can be reliably measured.

Expenditure on research activities is recognised in the statement of profit and loss as incurred. Development expenditure is capitalised only if the expenditure can be measured reliably, the product or process is technically and commercially feasible, future economic benefits are probable and the Group intends to and has sufficient resources to complete development and to use or sell the asset. Intangible assets acquired by the Group that have finite useful lives are measured at cost less accumulated amortisation and any accumulated impairment losses. Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level.

•• Subsequent measurement

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

•• Amortisation

Amortisation is calculated over the cost of the asset, or other amount substituted for cost, less its residual value. Amortisation is recognised in statement of profit and loss on a straight-line basis over the estimated useful lives of intangible assets from the date that they are available for use, since this most closely reflects the expected pattern of consumption of the future economic benefits embodied in the asset.

The estimated useful lives for current and comparative periods are as follows:

Asset	Useful Life
Software	5 Years

(u) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

(i) In the principal market for the asset or liability, or

(ii) In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. A fair value measurement of a non-financial asset considers a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another. The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

•• Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.

•• Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

•• Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period. For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities based on the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(v) Recent Accounting Pronouncements

Ind AS 115 – 'Revenue from Contracts with Customers':This standard establishes a single comprehensive model for accounting of revenue arising from contracts with customers. Ind AS 115 will supersede the current revenue recognition guidance under Ind AS 11 Construction Contracts and Ind AS 18 Revenue. The Group is currently assessing the impact of application of Ind AS 115 on Group's financial statements. Amendment to Ind

AS 12 – 'Income Taxes':The amendments clarify the requirement for recognising deferred tax assets on unrealised losses on debt instruments that are measured at fair value. The amendments also clarify certain other aspects of accounting for deferred tax assets. The changes will not have any material impact on the financial statements of the Group.

Amendment to Ind AS 21 – 'The Effect of Changes in Foreign Exchange Rates':This amendment clarifies translation of advance payments denominated in foreign currency into functional currency at the spot rate on the day of payment. The guidance aims to reduce diversity in practice. The changes will not have any material impact on the financial statements of the Group.

Amendment to Ind AS 28 - 'Investments in Associates and Joint Ventures':The amendment clarifies accounting options in consolidated financial statements of a venture capital or similar entity and investment entity. These amendments are not applicable to the Group's Consolidated financial statements.

Amendment to Ind AS 40 – 'Investment Property':The amendments clarify transfers of investment property to or from the portfolio in the case of a change of use. The changes will not have any material impact on the financial statements of the Group.

Note 2: Property, Plant & Equipment

(₹ in Lakhs)

Particulars	Freehold land	Freehold buildings	Plant and Equipment	Furniture and Fittings	Vehicles	Office Equipment and Computer	Electrical Installation	Total Tangible Assets	Computer Software	Total Tangible & Intangible Assets
Deemed cost as at 1 April 2017	**798.01**	**3,897.13**	**5,531.44**	**194.49**	**279.23**	**424.74**	**600.68**	**11,725.72**	**37.29**	**11,763.01**
Exchange differences					-					
Additions	-	8.48	55.39	0.42	11.42	19.01	1.19	95.91	0.47	96.38
Disposal/ Other Adjustment	-	-	32.36	2.03	21.72	1.88	-	57.99	-	57.99
Closing gross carrying amount at 31 March 2018	**798.01**	**3,905.61**	**5,554.47**	**192.88**	**268.93**	**441.87**	**601.87**	**11,763.64**	**37.76**	**11,801.40**
Opening accumulated depreciation	-	2,165.22	4,055.48	168.77	177.15	424.74	541.85	7,533.21	36.30	7,569.51
Depreciation charge during the year	-	162.53	314.39	7.79	18.21	16.66	23.31	542.89	1.46	544.35
Disposals	-	-	5.03	1.06	19.04	1.53	-	26.66	-	26.66
Exchange differences					-					
Closing accumulated depreciation and impairment at 31 March 2018	**-**	**2,327.75**	**4,364.84**	**175.50**	**176.32**	**439.87**	**565.16**	**8,049.44**	**37.76**	**8,087.20**
Net carrying amount at 31 March 2018	**798.01**	**1,577.86**	**1,189.63**	**17.38**	**92.61**	**2.00**	**36.71**	**3,714.20**	**-**	**3,714.20**
Opening gross carrying amount	798.01	3,905.61	5,554.47	192.88	268.93	441.87	601.87	11,763.64	37.76	11,801.40
Additions		9.89	101.95	1.61	-	14.97	2.66	131.08	3.96	135.04
Other Adjustments	9.96							9.96		9.96
Disposal/ Other Adjustment	-	-	-	0.21	13.09	0.71	-	14.02	-	14.02
Closing gross carrying amount at 31 March 2019	**807.97**	**3,915.50**	**5,656.42**	**194.28**	**255.84**	**456.13**	**604.53**	**11,890.66**	**41.72**	**11,932.38**
Opening accumulated depreciation	-	2,327.75	4,364.84	175.50	176.32	439.87	565.16	8,049.44	37.76	8,087.20
Depreciation charge during the year	-	133.05	267.38	2.09	14.02	3.95	8.53	429.02	0.84	429.86
Disposals	-	-	-	0.15	12.64	0.64	-	13.42	-	13.42
Closing accumulated depreciation and impairment at 31 March 2019	**-**	**2,460.80**	**4,632.22**	**177.44**	**177.70**	**443.18**	**573.69**	**8,465.04**	**38.60**	**8,503.64**
Net carrying amount at 31 March 2019	**807.97**	**1,454.70**	**1,024.19**	**16.84**	**78.14**	**12.94**	**30.84**	**3,425.62**	**3.12**	**3,428.74**

Note 3: Capital Work in Progress

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Net carrying amount	**39.25**	**55.54**

Capital Work in Progress mainly comprises of Plant and Machinery under installation.

Note 4: Non - Current Investments

Particulars	31st March 2019	31st March 2018
Investment in equity instruments - FVPL		
Unquoted		
Nil (31 March 2018 : 15,44,000) equity Shares of Orbis Capital Limited (Face Value Rs. 10 per share)	-	200.00
4,443 (31 March 2018 : 4,443) units of HDFC Venture Fund	23.59	23.59
Total (equity instruments)	**23.59**	**223.59**
Investment in Fixed Maturity Plans and Bonds - FVPL		
Quoted		
50 (31 March 2018 : 50) units of NHAI Tax Free Bonds (Face Value Rs. 10,00,000)	501.66	498.21
50,000 (31 March 2018 : 50,000) units of IRFC Tax Free Bonds - 7.34%(Face Value Rs 1,000)	532.25	541.84
Total (fixed maturity plans and bonds)	**1,033.91**	**1,040.05**
Total non current investments	**1,057.50**	**1,263.64**
Aggregate amount of quoted investments and market value thereof	1,033.91	1,040.05
Aggregate amount of unquoted investments	23.59	223.59
Aggregate amount of impairment in the value of investments	-	-

Note 5: Non - Current Loans & Other (Assets)

Particulars	31st March 2019	31st March 2018
Unsecured, Considered Good		
Security deposits	112.52	88.22
Others	0.41	-
Total Non - Current Loans (Assets)	**112.93**	**88.22**

Note 5(b) : Other Financial Assets

Particulars	31st March 2019	31st March 2018
Bank deposits with maturity more than 12 months	0.96	-
Total Other Financial Assets	**0.96**	**-**

Note 6: Other Non current Assets

Particulars	31st March 2019	31st March 2018
Capital advances	654.21	336.76
Prepaid Expenses	8.18	2.16
Total other Non current assets	**662.39**	**338.92**

Note 7 : Deferred Tax Assets

(₹ in Lakhs)

Particulars	Property, plant and equipment (including investment property)	Allowance for doubtful debts trade receivables	Revaluation of defined employee benefit plans and other employee benefit	Financial assets at fair value through profit or loss	Net effect of unwinding of security deposits and deferred income & expenses	Total
At 1 April 2017	**43.22**	**40.70**	**119.00**	**(180.98)**	**(0.81)**	**21.13**
(Charged)/credited during the year	79.53	-25.54	318.78	131.25	(0.11)	503.91
At 31 March 2018	**122.75**	**15.16**	**437.78**	**(49.73)**	**(0.92)**	**525.04**
(Charged)/credited during the year	3.15	13.58	(135.50)	40.20	(1.93)	(80.50)
- to other comprehensive income	-	-	7.11			7.11
At 31 March 2019	**125.90**	**28.74**	**309.39**	**(9.53)**	**(2.85)**	**451.65**

Note 8: Inventories

Particulars	31st March 2019	31st March 2018
Raw materials	778.92	659.57
Work-in-progress	345.60	538.08
Finished goods	332.74	437.43
Traded goods	64.61	92.60
Stores and spares	140.47	130.13
Total Inventories	**1,662.34**	**1,857.81**

Amounts recognised in Profit or Loss

Write downs of inventories amounted to INR 55.44 Lakhs (31st March 2018 INR 37.82 Lakhs). These were recognised as expenses during the year and included in the consumption in the statement of profit or loss.

Note 9: Current Investments

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Investment in mutual funds - FVPL		
Unquoted		
78,929 (31 March 2018 : 124,287) units of HDFC Liquid Fund - Daily Dividend	813.07	-
328 (31 March 2018 : 5,54,077) units of Birla Sun Life Cash Plus Fund - Daily Dividend	0.33	1,267.51
Nil (31 March 2018 : 55,275) units of SBI Premier Liquid Fund- Daily Dividend	-	555.58
766 (31 March 2018 : 1,55,232) units of ICICI Prudential Liquid Fund- Daily Dividend	0.77	554.54
Nil (31 March 2018 : 1,55,232) units of ICICI Prudential Liquid Fund- Daily Dividend	0	155.46
2,47,041 (31 March 2018 : 1,02,916) units of HDFC Short Term Plan	37.69	35.44
Nil (31 March 2018 : 11,66,065) units of IDFC Govt Securities Fund	-	236.54
Nil (31 March 2018 : 27,13,012) units of SBI Dynamic Bonds	-	597.27
7,02,477 (31 March 2018 : 7,02,477) units of HDFC Income Fund - Direct Growth (Pledged with H.D.F.C. Bank against working capital limits)	296.11	280.85
Nil (31 March 2018 : 3,10,739) units of Birla Sun Life Income Plus - Growth	-	236.04
Nil (31 March 2018 : 10,39,971) units of IDFC Arbitrage Fund - Growth	-	228.05
Nil (31 March 2018 : 8,06,764) units of IDFC Super Saver Income Fund - Medium Term Plan - Growth	-	234.56
Nil (31 March 2018 : 6,61,879) units of ICICI Prudential Short Term Plan	-	239.57
495 (31 March 2018 : Nil) units of Multi Act Private Equity Investment Fund (AIF)	495.00	-
Nil (31 March 2018 : 13,77,805) units of IDFC Super Saver Income Fund - Growth	-	568.55
Total (mutual funds)	**1,642.97**	**5,189.96**
Total current investments	1,642.97	5,189.96
Aggregate amount of quoted investments and market value thereof		
Aggregate amount of unquoted investments-	**1,642.97**	**5,189.96**
Aggregate amount of impairment in the value of investments	-	-

Note 10: Trade Receivables

Particulars	31st March 2019	31st March 2018
Trade receivables	1,203.88	1,368.27
Less: Allowance for doubtful debts	100.93	57.97
Total Receivables	**1,102.95**	**1,310.30**
Current	1,102.95	1,310.30
Non - Current	-	-

Break-up of security details

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Secured, considered good	-	-
Unsecured, considered good	1,102.95	1,310.30
Unsecured, Doubtful	100.93	57.97
Total	**1,203.88**	**1,368.27**
Allowance for doubtful debts	100.93	57.97
Total Trade Receivables	**1,102.95**	**1,310.30**

Note 11: Cash & Cash Equivalents

Particulars	31st March 2019	31st March 2018
Balances with banks		
- in current accounts	287.49	227.75
Deposits with maturity of less than three months	5.95	
Cash on hand	0.82	1.59
Total Cash and Cash Equivalents (A)	**294.26**	**229.34**

Other Bank Balances

Particulars	31st March 2019	31st March 2018
Unpaid Dividend Account (Earmarked Balances)	28.42	36.21
Bank deposits with maturity more than 3 months but less t han 12 months	70.00	153.39
Earmarked balances with Bank	63.27	
Total Other Bank Balances (B)	**161.69**	**189.60**
Total (A + B)	**455.95**	**418.94**

Note 12: Other Current Financial Assets

Particulars	31st March 2019	31st March 2018
Accrued Interest	23.96	22.33
Advance to Employees	2.43	26.02
Total Other Current Financial Assets	**26.39**	**48.35**

Note 13: Other Current Assets

Particulars	31st March 2019	31st March 2018
Export benefits receivable	29.89	49.90
Licenses on Hand	2.36	-
Balances with statutory authorities	133.42	52.53
Prepaid expenses	31.14	42.69
Advance to Suppliers Considered Good	128.81	61.93
Advance to Suppliers Considered Doubtful	15.10	10.78
Less: Provision for doubtful advances	(15.10)	(10.78)
Others	2.75	-
Total Other Current Assets	**328.37**	**207.05**

Note 14: Share Capital

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Authorised		
50,00,000 equity shares of Rs. 10 each (31st March 2018 : 50,00,000 equity shares of Rs. 10 each)	500.00	500.00
Issued, subscribed & fully paid up share capital		
45,51,120 equity shares of Rs. 10 each (31st March 2018 : 45,51,120 equity shares of Rs. 10 each)	455.11	455.11

(i) Movement in Equity Share Capital

Particulars	31st March 2019		31st March 2018	
	Number of shares	Equity share capital (INR Lakhs)	Number of shares	Equity share capital (INR Lakhs)
As at 1 April 2017	**4,551,120**	**455.11**	**4,551,120**	**455.11**
Additions/Deletions	-	-	-	-
As at 31 March 2018	**4,551,120**	**455.11**	**4,551,120**	**455.11**
Additions/Deletions	-	-	-	-
As at 31 March 2019	**4,551,120**	**455.11**	**4,551,120**	**455.11**

Terms and rights attached to equity shares

Equity shares have a par value of INR 10. They entitle the holder to participate in dividends, and to share in the proceeds of winding up the company in proportion to the number of and amounts paid on the shares held. Every holder of equity shares present at a meeting in person or by proxy, is entitled to one vote, and upon a poll each share is entitled to one vote.

The Board of Directors declared a final dividend of INR 2.00 per equity share which was approved by the members at the Annual General Meeting held on August 11, 2017. The amount was recognized as distributions to equity shareholders during the year ended 31 March 2018 respectively.

The Board of Directors proposed a final dividend of INR NIL for the financial year ended 31 March 2019.

(ii) Details of shareholders holding more than 5% shares in the company

Particulars	31st March 2019		31st March 2018	
	Number of shares	% Holding	Number of shares	% Holding
Holding Company				
Multi Act Industrial Enterprises Limited, Mauritius	2,610,066	57.35	2,610,066	57.35

(iii) Aggregate number of bonus shares issued, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date: NIL

Note 15: Other Equity - Reserves & Surplus

Particulars	31st March 2019	31st March 2018
Securities Premium Reserve	910.22	910.22
General Reserve	2,350.20	2,350.20
Capital Reserve	10.88	10.88
Retained Earnings	2,770.32	4,824.63
Other Comprehensive Income	(103.29)	(83.56)
Foreign Currency Translation Reserve	(14.70)	(12.31)
Total Reserves and Surplus	**5,923.63**	**8,000.06**

(i) Securities Premium Reserve

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Opening Balance	910.22	910.22
Additions during the year	-	-
Closing Balance	**910.22**	**910.22**

(ii) General Reserve

Particulars	31st March 2019	31st March 2018
Opening balance	2,350.20	2,350.20
Add: Dividend from Subsidiary	-	-
Closing Balance	**2,350.20**	**2,350.20**

(iii) Capital Reserve

Particulars	31st March 2019	31st March 2018
Opening balance	10.88	10.88
Add: Dividend from Subsidiary	-	-
Closing Balance	**10.88**	**10.88**

(iv) Retained earnings

Particulars	31st March 2019	31st March 2018
Opening balance	4,824.63	6,756.73
Add: Net profit/(Loss) for the period	(2,054.31)	(1,822.55)
Less: Dividends Paid	-	(109.55)
Less: Other deductions	-	
Closing Balance	**2,770.32**	**4,824.63**

(v) Other Comprehensive Income

Particulars	31st March 2019	31st March 2018
Opening Balance	(83.56)	(56.73)
Remeasurement of post-employment benefit obligations, net of tax	(19.73)	(26.83)
Closing Balance	**(103.29)**	**(83.56)**

(vi) Foreign Currency Translation Reserve

Particulars	31st March 2019	31st March 2018
Opening Balance	(12.31)	(1.29)
Add: Movement during the current year	(2.39)	(11.02)
Closing Balance	**(14.70)**	**(12.31)**

Note 16 (a): Non - Current Borrowings

(₹ in Lakhs)

Particulars	Security	Terms of repayment	Coupon/ Interest rate	31st March 2019	31st March 2018
Secured					
Term loans					
From Banks	Secured by charge on land, building and plant & machinery at Nalagarh	Repayable in 20 equal quarterly installments of Rs. 20 Lacs beginning from November 2017	MCLR + 1.60% p.a	289.48	104.19
From others	Hire Purchase loan. secured against vehicle	Finance lease	7.5% p.a.	5.34	4.81
Total non-current borrowings				**294.82**	**109.00**
Less: Current maturities of long-term debt (included in note 17)				**66.58**	**15.59**
Less: Interest Accrued (included in note 17)				**-**	**2.06**
Total Non- Current borrowings				**228.24**	**91.35**

Note 16 (b): Current Borrowings

Particulars	31st March 2019	31st March 2018
Loans repayable on demand Secured		
Bank Overdraft	972.87	1,108.22
(Secured by hypothecation of inventory and book debts and pledge of mutual funds)		
Total current Borrowings	**972.87**	**1,108.22**

Note 17: Other Financial Liabilities

Particulars	31st March 2019	31st March 2018
Non-current		
Security Deposits	861.92	858.42
Total other non-current financial liabilities	**861.92**	**858.42**
Current		
Current maturities of long-term debt	66.58	15.59
Payable to employees	45.48	1,431.87
Interest accrued	-	2.06
Unpaid Dividend	28.42	36.21
Security Deposits	96.77	-
Total other current financial liabilities	**237.25**	**1,485.73**

Note 18: Provisions (Current & Non Current)

Particulars	31st March 2019			31st March 2018		
	Current	Non - Current	Total	Current	Non - Current	Total
Employee Benefits						
Gratuity		55.84	55.84	256.93	-	256.93
Leave Encashment	5.62	89.17	94.79	65.59	141.65	207.24
Provident Fund	-	66.17	66.17	-	84.61	84.61
Retirement Gift	-	-	-	-	14.61	14.61
Total	**5.62**	**211.18**	**216.80**	**322.52**	**240.87**	**563.39**

Leave Obligations

The leave obligations cover the Company's liability for sick and earned leave.The amount of the provision of Rs. 94.79 lakhs is presented as current as well as non current. Though the Company does not have an unconditional right to defer settlement for any of these obligations, as based on past experience, the Company does not expect all employees to take the full amount of accrued leave or require payment within the next 12 months. The amounts that reflect leave that is not expected to be taken or paid within the next 12 months is shown under non current portion.

Defined Contribution Plan

Superannuation

The Holding Company provides retirement benefits in the form of contribution to superannuation fund at the rate of 15% of annual salary.

Defined Benefit Plan

a) Gratuity

The Company provides for gratuity for employees in India as per the Payment of Gratuity Act, 1972. Employees who are in continuous service for a period of 5 years are eligible for gratuity. The amount of gratuity payable on retirement/termination is the employees last drawn basic salary per month computed proportionately for 15 days salary multiplied for the number of years of service. The gratuity plan is a funded plan and the Company makes contributions to recognised funds in India. The cost of providing benefit under above mentioned defined benefit plan is determined using the projected unit credit method with actuarial valuation being carried out balance sheet date. The Company does not fully fund the liability and maintains a target level of funding to be maintained over a period of time based on estimations of expected gratuity payments.

b) Provident Fund

The Company has a Provident Fund Plan, which is a defined benefit plan, which is managed through the Provident Fund Trust of the Company. The contributions are made to the Trust and shortfall in interest obligation, if any is met by the Company. The cost of providing benefits under above mentioned defined benefit plan is determined using the projected unit credit method with actuarial valuations being carried out at the balance sheet date.In respect of subsidiaries, providend fund is defined contribution plan.

The amounts recognised in the balance sheet and the movement in the defined benefit obligations over the years are as follows:

(₹ in Lakhs)

Particulars	Gratuity		
	Present value of obligation	Fair value of plan asset	Net amount
1st April 2017	**415.14**	**305.99**	**109.15**
Current Service Cost	28.27	-	28.27
Interest expense / (income)	26.39	23.32	3.07
Loss/(gain) due to curtailment or settlement	77.47		
Total amount recognised in profit or loss	**132.14**	**23.32**	**108.82**
Components of actuarial gain/losses on obligations:			
Due to Change in financial assumptions	(5.75)	-	(5.75)
Due to experience adjustments	42.91	-	42.91
Return on plan assets (income) excluding amounts included above		(2.92)	80.39
Total amount recognised in other comprehensive income	**37.36**	**(2.92)**	**40.28**
Employer contributions	-	1.12	(1.12)
Benefits paid	(54.75)	(54.75)	-
Balance at 31st March 2018	**529.68**	**272.76**	**256.92**
Current Service Cost	35.16	-	35.16
Interest expense / (income)	24.05	35.40	(11.36)
Loss/(gain) due to curtailment or settlement	(0.88)	-	(0.88)
Total amount recognised in profit or loss	**58.33**	**35.40**	**22.93**
Components of actuarial gain/losses on obligations:	-	-	-
Due to Change in financial assumptions	(0.27)	-	(0.27)
Due to experience adjustments	2.71	-	2.71
Return on plan assets (income) excluding amounts included above	-	(25.28)	25.28
Total amount recognised in other comprehensive income	**2.44**	**(25.28)**	**27.72**
Employer contributions	-	251.73	(251.73)
Benefits paid	(426.67)	(426.67)	-
Balance at 31st March 2019	**163.78**	**107.94**	**55.84**

iv) Sensitivity Analysis

The key assumptions of the defined benefit obligation to changes in the weighted principal assumption are:

a) Gratuity (₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Discount rate	7.60% to 7.79%	7.55% to 7.85%
Salary growth rate	4% to 7%	4% to 7%
Normal retirement age	60	60
Mortality table	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Employee turnover	2% to 10% at younger ages reducing to 0% to 2% at older ages	2% to 10% at younger ages reducing to 0% to 2% at older ages

Particulars	Impact on defined benefit obligation	
Assumption	**31st March 2019**	**31st March 2018**
Discount rate		
0.50% increase	Decrease by Rs. 3.39 Lakhs	Decrease by Rs. 4.42 Lakhs
0.50% decrease	Increase by Rs. 3.75 Lakhs	Increase by Rs. 4.74 Lakhs
Future salary growth rate		
0.50% increase	Increase by Rs. 3.83 Lakhs	Increase by Rs. 4.89 Lakhs
0.50% decrease	Decrease by Rs. 3.50 Lakhs	Decrease by Rs. 4.59 Lakhs
Withdrawal Rate		
10.00% increase	Increase by Rs. 1.33 Lakhs	Increase by Rs. 0.69 Lakhs
10.00% decrease	Decrease by Rs. 1.57 Lakhs	Decrease by Rs. 0.73 Lakhs

b) Leave Benefits

Particulars	31st March 2019	31st March 2018
Discount rate	7.60% to 7.79%	7.55% to 7.85%
Salary growth rate	4% to 7%	4% to 7%
Normal retirement age	60	60
Mortality table	Indian Assured Lives Mortality (2006-08) Ultimate	Indian Assured Lives Mortality (2006-08) Ultimate
Withdrawal rates	2% to 10% at younger ages reducing to 0% to 2% at older ages	2% to 10% at younger ages reducing to 0% to 2% at older ages

Particulars	Impact on defined benefit obligation	
Assumption	**31st March 2019**	**31st March 2018**
Discount rate		
0.50% increase	Decrease by Rs. 2.32 Lakhs	Decrease by Rs. 2.94 Lakhs
0.50% decrease	Increase by Rs. 2.46 Lakhs	Increase by Rs. 3.10 Lakhs
Salary growth rate		
0.50% increase	Increase by Rs. 2.50 Lakhs	Increase by Rs. 3.15 Lakhs
0.50% decrease	Decrease by Rs. 2.38 Lakhs	Decrease by Rs. 3.00 Lakhs
Withdrawal rate		
10.00% increase	Decrease by Rs. 0.35 Lakhs	Decrease by Rs. 0.59 Lakhs
10.00% decrease	Increase by Rs. 0.36 Lakhs	Increase by Rs. 0.61 Lakhs

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Note 19: Other Non Current Liabilities

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Deferred Income	24.42	106.55
Total Other Non Current Liabilities	**24.42**	**106.55**

Note 20: Trade Payables

Particulars	31st March 2019	31st March 2018
Current		
Trade Payables		
i. MSME	43.44	1,517.35
ii. Others	920.81	-
iii. Related parties	105.92	4.05
Total Trade Payables	**1,070.17**	**1,521.40**

Note 21: Other Current Liabilities

Particulars	31st March 2019	31st March 2018
Payable to PF Trust	52.99	88.85
Statutory dues payable	113.12	115.61
Customer Advances	295.87	48.42
Other Liabilities	0.11	-
Deferred Income	84.75	107.97
Total Other Current Liabilities	**546.84**	**360.85**

Note 22: Revenue from Operations

Particulars	31st March 2019	31st March 2018
Sale of products (including excise duty)	4,341.63	5,850.28
Sale of services	585.42	598.22
Subtotal (A)	**4,927.05**	**6,448.50**
Other operating revenue		
i. Rent and Amenities	671.15	612.30
ii. Others	93.44	113.32
Subtotal (B)	**764.59**	**725.62**
Commission received (c)	69.57	86.97
Total Revenue from Operations (A+B+C)	**5,761.21**	**7,261.09**

Note 23: Other income

Particulars	31st March 2019	31st March 2018
Dividend income from investments mandatorily measured at fair value through profit or loss	41.91	116.40
Interest income from financial assets mandatorily measured at fair value through profit or loss	87.76	80.34
Income from fair valuation of financial assets mandatorily measured at fair value through profit or loss	129.46	127.91
Net gain / (loss) on sale of investments	40.80	12.00
Excess Provision written back	9.92	213.48
Miscellaneous Income	5.55	7.53
Foreign exchange gain	-	-
Profit on sale of fixed assets	0.94	-
Total Other Income	**316.34**	**557.66**

Note 24: Changes in inventories of work-in-progress, stock-in-tradeand finished goods

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Opening balance		
Work-in progress	538.08	475.50
Finished goods	437.43	535.20
Traded goods	92.60	100.58
Total opening balance	**1,068.11**	**1,111.28**
Closing balance		
Work-in progress	345.60	538.08
Finished goods	332.75	437.43
Traded goods	64.61	92.60
Total closing balance	**742.96**	**1,068.11**
Total changes in inventories of work-in-progress, stock-in-trade and finished goods	325.15	19.90

Note 25: Employee benefit expenses

Particulars	31st March 2019	31st March 2018
Salaries, wages and bonus	1,780.67	2,490.12
Contribution to provident and other funds	62.12	218.50
Employee group insurance expenses	27.34	23.85
Staff welfare expenses	96.91	168.00
Total Employee Benefit Expenses	**1,967.04**	**2,900.47**

Note 26: Depreciation and amortisation expenses

Particulars	31st March 2019	31st March 2018
Depreciation of property, plant and equipment	429.02	542.89
Amortisation of intangible assets	0.84	1.46
Total Depreciation and Amortisation Expenses	**429.86**	**544.35**

Note 27: Other Expenses

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Power, Fuel and Water	286.20	369.29
Stores, spares, oils and chemicals consumed	195.16	231.69
Repairs to :	-	
- Building	49.27	39.03
- Plant and Machinery	136.57	160.81
- Others	25.13	10.45
Insurance	35.24	28.65
Rent	127.30	116.88
Rates, taxes and Duties	113.46	93.24
Directors' Sitting Fees	20.23	15.78
Freight & clearing charges	109.70	143.95
Computer & computer maintenance	35.38	22.21
Security Expenses	83.72	84.86
Commission on sales	148.87	131.56
Housekeeping expenses	84.73	111.70
Legal and Professional Fees	658.15	151.64
Provision for doubtful debts / advances	47.86	10.00
Bad Debts written off	22.28	96.49
AMC Charges	28.47	57.51
Loss on Sale of Assets	-	1.56
Travelling and Conveyance	273.14	220.29
Communication Expenses	39.58	43.74
Exchange Loss	81.23	9.97
Payments to Auditors (refer Details of Payments to Auditors)	19.25	14.41
Migration/Relocation expenses from Pimpri Plant to Himachal Pradesh Plant.	229.45	13.43
Miscellaneous expenses	229.41	278.63
Total Other Expenses	**3,079.78**	**2,457.77**

Details of payments to auditors

Particulars	31st March 2019	31st March 2018
Payment to Auditors		
As auditors:		
Audit fee	15.61	13.09
Tax audit fee	1.20	1.20
In other capacities		
Other services	1.50	0.12
Re-imbursement of expenses	0.94	-
Total Payments to Auditors	**19.25**	**14.41**

Note 28: Finance costs

Particulars	31st March 2019	31st March 2018
Interest expense	157.77	142.07
Unwinding of Security Deposits	100.50	96.01
Other borrowing costs	3.54	6.44
Total Finance costs	**261.81**	**244.52**

Note 29: Fair Value Measurements

Financial Instruments by Category

(₹ in Lakhs)

Particulars	31st March 2019			31st March 2018		
	FVPL	FVOCI	Amortised cost	FVPL	FVOCI	Amortised cost
Financial assets						
Investments						
- Equity instruments at fair value	-	-	-	200.00	-	-
- Bonds and debentures	1,033.91	-	-	1,040.05	-	-
- Mutual funds	1,666.56	-	-	5,213.55	-	-
- Government securities	-	-	-	-	-	-
Trade receivables	-	-	1,102.95	-	-	1,310.30
Cash and cash equivalents and Other Bank Balances	-	-	455.95	-	-	418.94
Security deposits-Amortised Cost	-	-	88.34	-	-	88.22
Security deposits - Fair Value	24.60	-	-	-	-	-
Other financial assets	-	-	27.35	-	-	48.35
Total financial assets	**2,725.07**	**-**	**1,674.59**	**6,453.60**	**-**	**1,865.81**
Financial liabilities						
Borrowings	-	-	1,267.69	-	-	1,215.16
Security deposits	958.69	-	-	858.42	-	-
Unpaid Dividend	-	-	28.42	-	-	36.21
Trade payables	-	-	1,070.17	-	-	1,521.40
Other Financial Liabilities	-	-	45.48	-	-	1,433.93
Total financial liabilities	**958.69**	**-**	**2,411.75**	**858.42**	**-**	**4,206.70**

(i) Fair Value Hierarchy

All assets and liabilities for which fair value is measured or disclosed in the financial statement of categorised within the fair value.

Level 1 : Hierarchy includes financial instruments measured using quoted prices.

Level 2: The fair value of derivatives is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity specific estimates. If all significant inputs required to fair value and instrument are observable, the instrument is included in level 2.

Level 3 : If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3.

Particulars	31st March 2019				31st March 2018			
Financial Assets and Liabilities measured at Fair Value	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
Financial Investments at FVPL				-				-
Equity shares	-	-	-	-	-	-	200.00	200.00
Mutual funds	1,666.56	-	-	1,666.56	5,213.55	-	-	5,213.55
Bonds & Debentures	1,033.91	-	-	1,033.91	1,040.05	-	-	1,040.05
Security Deposits	-	-	24.60	24.60	-	-	-	-
Total financial assets	**2,700.47**	**-**	**24.60**	**2,725.07**	**6,253.60**	**-**	**200.00**	**6,453.60**
Financial liabilities								
Security Deposits	-	-	958.69	958.69	-	-	858.42	858.42
Total financial liabilities	**-**	**-**	**958.69**	**958.69**	**-**	**-**	**858.42**	**858.42**

(ii) Valuation process to determine fair value

The following methods and assumptions were used to estimate the fair values of financial instruments:

i) The carrying amounts of cash and cash equivalents, trade receivables, trade payables, bank overdrafts and other current financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature.

ii) The fair values of the equity investment which are quoted, are derived from quoted market prices in active markets. In the case of the investment measured at fair value and falling under fair value hierarchy Level 3, cost has been considered as an appropriate estimate of fair value.

Significant unobservable inputs used in Level 3 fair values:

Based on an offer received by the Company in respect of equity instrument, there is no significant difference in the offer value and carrying value of equity instrument and therefore carrying value is treated as fair vale. Security deposits received are fair valued by discounting using effective interest rate at the time of inception / date of transition.

Note 30: Financial Risk Management

(A) Expected Credit Loss

As at 31 March 2019

(a) Expected credit loss for trade receivables under simplified approach

(₹ in Lakhs)

Particulars	> 6 months past due considered doubtful	Others	Total
Gross carrying amount	84.93	1,118.95	1,203.88
Expected credit losses (Under simplified approach)		16.00	16.00
Expected credit losses (Qualitative provision)	84.93	-	84.93
Carrying amount of Trade Receivables (net of impairment)	**-**	**1,102.95**	**1,102.95**

As at 31 March 2018

(a) Expected credit loss for trade receivables under simplified approach

Particulars	> 6 months past due considered doubtful	Others	Total
Gross carrying amount	41.97	1,326.30	1,368.27
Expected credit losses (Under simplified approach)		16.00	16.00
Expected credit losses (Qualitative provision)	41.97	-	41.97
Carrying amount of Trade Receivables (net of impairment)	**-**	**1,310.30**	**1,310.30**

(i) Reconciliation of loss allowance provision – Trade Receivables

Loss allowance on 1 April 2017	**111.47**
Changes in loss allowance	(53.50)
Loss allowance on 31 March 2018	**57.97**
Changes in loss allowance	42.96
Loss allowance on 31 March 2019	**100.93**

(B) Liquidity Risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, treasury maintains flexibility in funding by maintaining availability under committed credit lines. Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. These limits vary by location to take into account the liquidity of the market in which the entity operates. In addition, the Company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

(i) Financing Arrangements

The Compnay had access to the following undrawn borrowing facilities at the end of the reporting period:

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Floating rate		
- Expiring within one year (bank overdraft and other facilities)		
- Cash Credit Facilities	-	-
- LC and Bank Guarantee Facilities	78.85	169.38
- Expiring beyond one year (bank loans)		
- Long Term Loans	124.92	363.45

The bank overdraft facilities may be drawn at any time and are repayable on demand. The bank loan facilities may be drawn at any time in INR and have an average maturity of 1 year.

(C) Foreign Currency Risk Exposure

(i) The Company's exposure to foreign currency risk at the end of the reporting period is presented as under

Particulars	Name of Currency	31st March 2019		31st March 2018	
		Foreign Currency	Lakh	Foreign Currency	Lakh
Hedged Position		-	-	-	-
Unhedged Position					
Amounts Payable	USD	888	0.62	2,75,420	180.93
	GBP	10,821	9.86	21,329	19.67
	EUR	1,995	1.56	25,193	20.44
	TRY	63,420	7.95	-	-
	JPY	9,65,268	6.18	-	-
Amounts Receivable	USD	3,35,063	231.70	4,34,395	280.69
	GBP	14,190	12.80	13,135	11.36
	EUR	51,735	40.17	76,832	61.35
	TRY	15,53,491	192.79	13,70,898	225.19
	JPY	-	-	13,89,225	8.30
Net Amounts Payable	JPY	9,65,268	6.18	-	-
	GBP	-	-	8,194	8.31
Net Amounts Receivable	USD	3,34,175	231.08	1,58,975	99.76
	GBP	3,369	2.94	13,89,225	8.30
	EUR	49,740	38.60	51,639	40.91
	TRY	14,90,072	184.84	13,70,898	225.19

(ii) Sensitivity

The Company has not hedged any of its foreign currency positions as at 31st March 2019

(₹ in Lakhs)

Particulars	Impact on (profit) / loss before tax (INR Lakhs)	
	31st March 2019	31st March 2018
USD sensitivity INR/USD -appreciated by 6% (31 March 2018-6%) INR/USD -depreciated by 6% (31 March 2018-6%)	 (13.86) 13.86	 (3.99) 3.99
GBP sensitivity INR/GBP-appreciated by 2% (31 March 2018-24%) INR/GBP-depreciated by 2% (31 March 2018-24%)	 (0.12) 0.12	 1.33 (1.33)
EUR sensitivity INR/EUR-appreciated by 4% (31 March 2018-11%) INR/EUR-depreciated by 4% (31 March 2018-11%)	 (0.77) 0.77	 (7.36) 7.36
JPY sensitivity INR/JPY-appreciated by 2% (31 March 2018-18%) INR/JPY-depreciated by 2% (31 March 2018-18%)	 0.12 (0.12)	 (1.49) 1.49
TRY sensitivity INR/TRY-appreciated by 24% (31 March 2018-16%) INR/TRY-depreciated by 24% (31 March 2018-16%)	 (44.36) 44.36	 (36.03) 36.03

(D) Cash Flow and Fair Value Interest Rate Risk

The Group's main interest rate risk arises from long-term borrowings with variable rates, which exposes the Company to cash flow interest rate risk. During 31 March 2019 and 31 March 2018, the Company's borrowings at variable rate were denominated in INR.

The Groups's fixed rate borrowings are carried at amortised cost. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

(i) Interest Rate Exposure

The exposure of the Group's borrowing to interest rate changes at the end of the reporting period are as follows:

Particulars	31st March 2019	31st March 2018
Variable rate borrowings	289.48	104.19
Fixed rate borrowings	5.34	4.81
Total borrowings	**294.82**	**109.00**

As at the end of the reporting period, the Group had the following variable rate borrowings and interest rate swap contracts outstanding:

Particulars	31st March 2019			31st March 2018		
	Weighted average interest rate	Balance	% of total loans	Weighted average interest rate	Balance	% of total loans
Secured Term Loans from Banks and Others	10.83%	289.48	98.19%	9.90%	104.19	95.59%
Net exposure to cash flow interest rate risk		**289.48**			**104.19**	

(ii) Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. Other components of equity change as a result of an increase/decrease in the fair value of the cash flow hedges related to borrowings.

(₹ in Lakhs)

Particulars	Impact on Profit / (Loss) before tax	
	31st March 2019	31st March 2018
Interest rates – increase by 50 basis points	-	(0.10)
Interest rates – decrease by 50 basis points	-	0.10

Note 31 : Names of related parties and relationship

A. Ultimate Parent

1 Multi Act Industrial Enterprises Ltd., Mauritius

B. Directors -

i) Mr. K K Trivedi (upto 5th February 2019)

ii) Mr. P K Trivedi

iii) Mr. M K Trivedi

iv) Mr. H C Asher (upto 1st April 2019)

v) Mr. J M Kothary

vi) Mr. Sudhir Merchant

vii) Dr. Sangeeta Pandit

viii) Mr. S W Karkamkar (w.e.f 29th July 2018)

ix) Mr. Darshan Bhatia (w.e.f 30th October 2018)

C. Key Management Personell

i) Vinod Vazhapulli (CEO) (Till 31st December 2018)

ii) Alok Misra (CEO) (w.e.f 7th May 2019)

D Enterprises Over Which KMP or Relatives of KMP Are Able To Exercise Significant Influence

1 Multi Act Constructions Pvt. Ltd.

2 Multi Act Realty Enterprises Pvt. Ltd

3 Multi Act Trade & Investments Private Limited

4 Crawford Bayley & Co.

5 Encore Business Centres LLP

6 Acre Street India Pvt. Ltd.

7 Multi Act Equity Consultancy Pvt. Ltd.

8 Joseph Sellers & Sons Limited

9 Shaped Wires Limited

Note 32 : Related Party Transactions

(₹ in Lakhs)

Nature of party	Nature of transaction	Year ended 31st March 2019	Year ended 31st March 2018
a) Multi Act Industrial Enterprises Ltd., Mauritius	Dividend paid	-	52.20
b) Multi Act Constructions Pvt. Ltd.	Rent paid	-	-
	Deposit Receivable	-	-
	Deposit Received Back	-	240.00
c) Multi Act Realty Enterprises Pvt. Ltd.	Rent paid	5.40	7.20
	Amount Payable	-	-
	Deposit Receivable	3.60	3.60
d) Multi Act Trade & Investments Private Limited	Investment Advisory Fees Paid	15.00	11.25
	Amount Payable	2.50	4.05
e) Crawford Bayley & Co.	Professional Charges Paid	-	2.15
f) Provident Fund Trust	P. F. Contribution during the year	63.41	193.98
	P.F. Amount Payable	4.55	14.69
	Provision against Deficit in Trust	-	33.01
	Deficit in Trust Payable	52.99	88.85
g) Joseph Sellers & Sons Ltd.	Sales	5.11	4.70
	Purchases	33.25	31.34
	Amount receivable	2.96	-
	Amount payable	-	-
h) Shaped Wires Ltd.	Sales	7.55	6.12
	Purchases	292.96	344.28
	Amount receivable	15.08	3.45
	Amount payable	-	0.88
j) Key Management Personnel			
a) Mr. K K Trivedi - (upto 5th February 2019) Chairman Emirutus	Sitting fees as Director	0.60	0.90
b) Mr. Prashant K. Trivedi - Chairman	Sitting fees as Director	1.80	1.85
c) Mr. Mehul K. Trivedi - Director (Non Executive)	Sitting fees as Director	2.30	2.33
d) Mr. H. C. Asher (Upto 1st April 2019) Independent Director (Non Executive)	Sitting fees as Director	3.65	3.15
e) Mr. J M Kothary Independent Director (Non Executive)	Sitting fees as Director	3.65	2.85
f) Mr. Sudhir Merchant Independent Director (Non Executive)	Sitting fees as Director	3.45	2.40
g) Dr. Sangeeta S. Pandit Independent Director (Non Executive)	Sitting fees as Director	2.40	1.80
h) Mr. S W Karkamkar (w.e.f 29th July 2018) Director (Non Executive)	Sitting fees as Director Professional Fees	0.90 7.50	- -
i) Mr. D V Bhatia (w.e.f 30th October 2018) Independent Director (Non Executive)	Sitting fees as Director	0.60	-
i) Mr. Vinod Vazhapulli Chief Executive Officer (till 31-Dec-2018.)	Short Term Employee Benefits Paid	47.43	48.53
	Other Perquisites Payable	3.95 -	5.05 6.03

Note 33 : Contingent Liabilities

(₹ in Lakhs)

Particulars	31st March 2019	31st March 2018
Income Tax Demands	18.07	35.64
Sales Tax Demands	-	674.42
Guarantee with Labour Commissioner	70.00	-
Other Matters	2.00	14.15
Total Contingent Liabilities	**90.07**	**724.21**

Note 34 : Capital Commitments

Particulars	31st March 2019	31st March 2018
Contracts remaining to be executed on capital account and not provided for (net of advances)	160.21	478.23
Total Capital Commitments	**160.21**	**478.23**

Note 35 : Net Debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

Particulars	31st March 2019	31st March 2018
Cash and cash equivalents	294.26	229.34
Borrowings		
-Current borrowings	(972.87)	(1,108.22)
-Non-current borrowings	(294.82)	(109.00)
Net debt	**(973.43)**	**(987.88)**

Particulars	Other assets	Liabilities from financing activities	Total
	Cash and cash equivalents	Borrowings	
Net debt as at 1 April 2018	**229.34**	**(1,217.22)**	**(987.88)**
Cash flows	64.92	(52.53)	12.39
Exchange differences	-	-	-
Interest expense	-	(130.75)	(130.75)
Interest paid	-	132.81	132.81
Net debt as at 31 March 2019	**294.26**	**(1,267.69)**	**(973.43)**

Note 36 : Reconciliation of Effective Tax Rate

Particulars	31st March 2019	31st March 2018
Accounting Profit before Tax	**(1,962.43)**	**2,300.02**
Tax at Statutory Income Tax rate	**(510.23)**	**(760.46)**
Differences in tax rate and effective tax rate		
Income exempt from income tax	(30.32)	(49.58)
Reversal of DTL on fair value on sale of investments		(91.25)
Tax Effect on dividend from Subsidiaries	-	
Tax impact on rate differences	2.32	193.00
DTA on losses not created	538.23	222.42
Reversal of DTA having no effect due to losses	80.50	-
Income Tax expense reported in Statement of Profit and Loss	**80.50**	**(485.87)**

Note 37 : Disclosure as per section 22 of the MSMED Act.

(₹ in Lakhs)

Particulars	FY 2018-19
Principal amount remaining unpaid to any supplier as at the end of accounting year	43.44
Interest due thereon remaining unpaid to any supplier as at the end of accounting year	3.15
Amount of interest paid by the buyer under MSMED along with payments made to supplier beyond appointed day during each accounting year	-
Interest due and payable for the period (where the principal has been paid but interest under MSME not paid)	27.41
Interest accrued and remaining unpaid at the end of accounting year	30.56
Amount of further interest due and payable even in succeeding year, until when interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as deductible expenditure u/s 23.	1.08

Note 38 : Segment Reporting

Sr. No.	Particulars	Card Clothing	Realty	Others	Total
1	**Revenue**				
	a) **External Sales**				
	i) **Manufactured / Services**	**4,668.40**	**-**	**-**	**4,668.40**
	Previous Year	(6,096.36)	-	-	(6,132.27)
	ii) **Traded**	**258.65**	**-**	**-**	**258.65**
	Previous Year	(352.14)	-	-	(352.14)
	b) **Other operating income**	**163.00**	**671.15**	**-**	**834.15**
	Previous Year	(200.29)	(612.31)	-	(812.60)
	c) **Other Income**	**29.23**	**287.11**	**-**	**316.34**
	Previous Year	(236.33)	(321.33)	-	(557.66)
	Total Revenue	**5,119.28**	**958.26**	**-**	**6,077.54**
	Previous Year	(6,885.12)	(933.64)	-	(7,818.76)
2	**Net profit before tax**	**(2,287.35)**	**618.10**	**(293.18)**	**(1,962.43)**
	Previous Year	(2,663.96)	645.88	(281.94)	(2,300.02)
3	**Other Information**				
	a) **Segment Assets**	**6,996.48**	**3,495.86**	**582.72**	**11,075.06**
	Previous Year	(7,250.78)	(7,205.95)	(627.33)	(15,084.06)
	b) **Segment Liabilities**	**3,068.96**	**1,061.09**	**28.42**	**4,158.47**
	Previous Year	(4,986.70)	(1,073.00)	(36.21)	(6,095.91)
	c) **Capital Expenditure incurred during the year**	**118.75**	**-**	**-**	**118.75**
	Previous Year	(36.51)	-	-	(36.51)
	d) **Depreciation/ Amortisation**	**373.82**	**56.04**	**-**	**429.86**
	Previous Year	(487.91)	(56.44)	-	(544.35)

Secondary Segment Information

Information geographical location of customers

(₹ in Lakhs)

Particulars	Revenue	Trade Receivables
Domestic Sales	**3,520.02**	**829.86**
Previous year	(4,985.30)	(979.30)
Export sales	**1,407.03**	**374.02**
Previous year	(1,499.11)	(331.00)

Note 39 : Statement of net assets and profit or loss attributable to owners and minority interest

Name of the Entity	Net Assets (Total Assets - Total Labilities)		Share in Profit / (Loss)	
	As % of Consolidated Profit or Loss	Rs. Lacs	As % of Consolidated Profit or Loss	Rs. Lacs
Parent Company				
The Indian Card Clothing Co. Ltd.	99.24%	6,330.31	95.95%	(1,987.57)
Indian Subsidiaries				
ICC International Agencies Ltd.	1.59%	101.35	4.55%	(94.20)
Shivraj Sugar and Allied Products Pvt. Ltd.	0.00%	(0.05)	0.00%	-
Foreign Subsidiaries				
Garnett Wire Ltd. UK	5.92%	377.61	-0.35%	7.32
Minority Interest in all subsidiaries	8.43%	537.85	-0.24%	4.88
Total Eliminations	-15.18%	(968.34)	0.10%	(1.98)
TOTAL	**100.00%**	**6,378.73**	**100.00%**	**(2,071.55)**

Note 40 : Previous year's figure have been re-grouped wherever necessary to conform to current year's grouping

Note 41 : Previous year figures are given in bracket.

As per our report attached
M/S. P.G. BHAGWAT
Chartered Accountants
FRN-101118W

Mehul Trivedi
Director
(DIN: 00030481)

Sanjeevkumar Karkamkar
Director
(DIN: 00575970)

Sandeep Rao
Partner
Membership No. 047235

Alok Misra
Chief Executive Officer

Kishor Makwana
Chief Financial Officer

Amogh Barve
Company Secretary

Date : May 24, 2019.
Place : Mumbai

THE INDIAN CARD CLOTHING COMPANY LIMITED

(CIN: L29261PN1955PLC009579)

Regd. Office: "Katariya Capital", A-19, Vidyut Nagar Society,
Lane No. 5, Koregaon Park, Pune – 411001, Maharashtra, India.
E-mail : investor@cardindia.com, Website : www.cardindia.com

FORM NO. MGT-11

Proxy Form

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

Name of the member(s): _____

Registered Address: _____

Email ID: _____

Folio No / Client ID: _____

DP ID: _____

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

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

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

3. Name: _____
   Address: _____
   Email ID: _____
   Signature:

and whose signature(s) is appended below as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 65th ANNUAL GENERAL MEETING of the Company, to be held on Monday, July 29, 2019 at 12.00 noon at Sumant Moolgaonkar Auditorium, Ground Floor, A Wing, MCCIA Trade Tower, Senapati Bapat Road, Pune 411016 Maharashtra India, and at any adjournment thereof in respect of such resolutions as are indicated below:

1) Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon.
2) Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.
3) Appointment of Director in place of Mr. Mehul Trivedi (DIN: 00030481), who retires by rotation and being eligible, offers himself for re-appointment.
4) Appointment of Mr. Sanjeevkumar Karkamkar (DIN: 00575970) as Director of the Company.
5) Appointment of Mr. Darsha Bhatia (DIN: 08257246) as an Independent Director of the Company.
6) Reappointment of Dr. Sangeeta Pandit (DIN: 06748608) as an Independent Director of the Company for the second consecutive term.
7) Reappointment of Mr. Sudhir Merchant (DIN: 00033406) as Independent Director of the Company for the second consecutive term.
8) Appointment of Mr. Alok Misra as Manager (Whole time Key Managerial Personnel) of the Company designated as Chief Executive Officer with effect from May 7, 2019.

Signed this _____ day of _____, 2019.

Signature of Shareholder: _____

Signature of Proxy holder(s): _____

Affix Revenue Stamp

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at "Katariya Capital", A-19, Vidyut Nagar Society, Lane No. 5, Koregaon Park, Pune – 411001, Maharashtra, India not less than 48 hours before the commencement of the meeting.

THE INDIAN CARD CLOTHING COMPANY LIMITED

(CIN: L29261PN1955PLC009579)
Regd. Office: "Katariya Capital", A-19, Vidyut Nagar Society,
Lane No. 5, Koregaon Park, Pune – 411001, Maharashtra, India.
Tel: (020) 67436700 • Fax: (020) 67436777
E-mail: investor@cardindia.com • Website: www.cardindia.com

BALLOT FORM

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

I / We hereby exercise my/our vote(s) in respect of the Resolution set out in the Notice of the 65th Annual General Meeting (AGM) of the Company to be held on **Monday**, **July 29, 2019** by conveying my / our assent / dissent to the said resolutions by placing the tick (√) mark at the appropriate box below:

Item No.	Description of Resolution	Type of Resolution	No. of shares for which votes cast	I / We assent	I / We dissent
1)	Adoption of the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2019 together with the reports of the Board of Directors and the Auditors thereon.	Ordinary			
2)	Adoption of the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2019, together with the report of the Auditors thereon.	Ordinary			
3)	Appointment of Director in place of Mr. Mehul Trivedi (DIN: 00030481), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary			
4)	Appointment of Mr. Sanjeev kumar Karkamkar (DIN: 00575970) as Director of the Company.	Ordinary			
5)	Appointment of Mr. Darsha Bhatia (DIN: 08257246) as Independent Director of the Company.	Ordinary			
6)	Reappointment of Dr. Sangeeta Pandit (DIN: 06748608) as an Independent Director of the Company for the second consecutive term.	Special			
7)	Reappointment of Mr. Sudhir Merchant (DIN: 00033406) as an Independent Director of the Company for the second consecutive term.	Special			
8)	Appointment of Mr. Alok Misra as Manager (Whole time Key Managerial Personnel) of the Company designated as Chief Executive Officer with effect from May 7, 2019	Special			

Date :
Place :

(Signature of the Member)

Note:
Kindly read the instructions printed overleaf before filling the Ballot Form.

INSTRUCTIONS:

01) **In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, those members, who do not have access to e-voting facility provided by the Company for the Annual General Meeting, may send their assent or dissent in writing on the Ballot Form. Accordingly, this Ballot Form is being provided to facilitate voting provided under Section 108 of the Companies Act, 2013 at 65th Annual General Meeting of the Company.**

02) A member can opt for only one mode of voting i.e. either through e-voting or by ballot. If a member casts vote by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.

03) A Member desiring to exercise his/her vote by Ballot Form should complete this Ballot form, sign and send in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer as per instruction 07 below at Ms. Immaculate Fernandes, Practicing Company Secretary/ Mr. Sachin Sharma, Practicing Company Secretary, Scrutinizer, The Indian Card Clothing Company Limited, "Katariya Capital", A-19, Vidyut Nagar Society, Lane No. 5, Koregaon Park, Pune – 411001, Maharashtra, India not later than Friday 26 July, 2019 (5:00 p.m. IST). Postage will be borne and paid by the Company. Envelopes containing Ballot Forms, if deposited in person or sent by courier at the expenses of the Members will also be accepted.

04) The self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company and the address at which the Ballot Form is to be sent.

05) The Ballot form should be filled up completely and signed by the Members. In the case of joint shareholding, this form should be completed and signed by the first named Member and in his absence, by the next named Member (s). Unsigned Ballot forms will be rejected. The signature on the Ballot Form must tally with the specimen signature registered with the Company.

06) Where the Ballot Form has been signed by an Authorized Representative of a body corporate, a certified copy of the relevant authorizations to vote on the Ballot should accompany the Ballot Form. A member may sign the Form through an Attorney appointed specifically for this purpose, in which case an attested true copy of the Power of Attorney should be attached to the Ballot Form.

07) Duly completed Ballot Forms should reach the Scrutinizer not later than **Friday, July 26, 2019 (5:00 p.m. IST).** Any Ballot Form received after this time and date will be treated as if the reply from the Member has not been received.

08) A Member may request for a duplicate Ballot Form, if so required. However, the duly filled in duplicate Ballot Form should reach the Scrutinizer not later than the time and date specified at Item No. 07 above.

09) Voting rights will be reckoned on the paid-up value of shares registered in the name of the member at the close of business hours on Monday, July 22, 2019 which is the "Cut-off Date" fixed for this purpose.

10) Members are requested not to send any other paper along with the Ballot Form in the enclosed self-addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and any extra paper found in such envelope would be destroyed by the Scrutinizer.

11) There will be only one Ballot Form for every folio irrespective of the number of joint Member (s).

12) A Member need not use all the votes nor does he need to cast all the votes in the same way.

13) The Scrutinizer's decision on the validity of a Ballot Form will be final and binding.

14) Incomplete, unsigned or incorrect Ballot Forms will be rejected.

15) The date of Annual General Meeting will be the deemed date of passing resolution (s) through e-voting/ Ballot. **It may also be noted that, in terms of Section 114 of the Act, the Resolutions contained in the AGM Notice will be deemed to have been passed through the e-voting and Ballot Form unless the Poll is taken at the AGM. Accordingly, the results shall be declared in terms of Rules 20 or 21 of the Companies (Management and Administration) Rules 2014, as the case may be.**

16) The right of e-voting and Ballot Form shall not be exercised by a Proxy.

Notes :

Notes :

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THE INDIAN CARD CLOTHING COMPANY LIMITED
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