

THE INDIAN CARD CLOTHING CO. LTD.

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

CIN-L29261PN1955PLC009579



July 2, 2018

To,
The Listing Department,
BSE Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Building, P. J. Towers,
Dalal Street, Mumbai – 400001.

The Listing Department,
National Stock Exchange of India Limited,
Exchange Plaza,
Bandra (East),
Mumbai – 400051.

Security ID : INDIANCARD
Security Code : 509692

Symbol : INDIANCARD
Series : EQ

Subject : Notice convening Annual General Meeting ("AGM").

Dear Madam / Sir,

Please find enclosed the notice convening AGM of the Company to be held on Thursday, July 26, 2018.

Kindly take the same on record.

Thanking you.

Yours faithfully,

For The Indian Card Clothing Company Limited


Jaimeetkaur Sial
Company Secretary & Compliance Officer



Encl.: - As mentioned above.

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NOTICE

NOTICE is hereby given that the Sixty Fourth Annual General Meeting of the members of THE INDIAN CARD CLOTHING COMPANY LIMITED will be held on Thursday, July 26, 2018, at 12:00 noon, at the Registered Office of the Company situated at Mumbai – Pune Road, Pimpri, Pune – 411018, 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, 2018, 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, 2018, together with the report of the Auditors thereon.
- 3) To appoint a Director in place of Mr. Prashant Trivedi (DIN: 00167782), who retires by rotation and being eligible, offers himself for re-appointment.
- 4) To ratify the appointment of the Statutory Auditors.

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

Jaimeetkaur Sial
Company Secretary & Compliance Officer
(Membership No. : F8622)

Place : Mumbai
Date : May 29, 2018

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NOTES:

- 1) 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.
- 2) M/s. P. G. Bhagwat, Chartered Accountants, Pune (Firm Registration No.: - 101118W), were appointed as the Statutory Auditor 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. However, as matter of abundant precaution, the ratification by the members is being sought this year at Item No. 4 of the Notice. Taking into consideration this recent amendment, the annual ratification will not be sought next year onwards.
- 3) **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.**
- 4) 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.
- 5) Proxies are requested to bring their valid photo identity proof at the meeting.
- 6) 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.
- 7) The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, July 20, 2018 to Thursday, July 26, 2018 (both days inclusive).
- 8) 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 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 who have not dematerialized their shareholding are advised to dematerialize the same, to avoid inconvenience in future and to avail the benefits of dematerialization.
 - 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.
 - d) 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.
- 9) Members / proxies are requested to bring a 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.
- 10) Corporate Members intending to send their authorized representative 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.

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- 11) 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.
- 12) 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.
- 13) 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.
- 14) The Company has during the financial year 2017-18, transferred unclaimed dividend declared for the financial year ended March 31, 2010, (which remained unclaimed for a period of seven consecutive years) to the Investor Education and Protection Fund ("IEPF").
- 15) Those members who have so far not encashed their dividend warrants for the final dividend for the financial year 2010-11 and interim dividend for the year 2011-12 onwards, may approach the Registrar and Share Transfer Agent i.e. 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.
- 16) 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.
- 17) The dividend for the financial year ended March 31, 2011 and the interim dividend declared during the year 2011-12, which remains unclaimed for a period of seven (7) years, becomes due for transfer on September 30, 2018 and February 28, 2019 respectively to the IEPF. Members who have not claimed their dividend for the above-mentioned years are requested to send their claim to the Registrar and Transfer Agent at the earliest.
- 18) This Notice of the 64th Annual General Meeting of the Company dated May 29, 2018 ("the Notice") along with the Annual Report 2017-18 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.
- 19) **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.**
- 20) 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.
- 21) 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.
- 22) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act will be available for inspection by the members at the meeting.
- 23) The Register of Contracts or arrangements in which the Directors are interested, maintained under Section 189 of the Act will be available for inspection by the members at the meeting.
- 24) Additional information pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") in respect of Director seeking re-appointment at

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the meeting is furnished as Attachment – I to the Notice.

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

Jaimeetkaur Sial
Company Secretary & Compliance Officer
(Membership No. : F8622)

Place : Mumbai
Date : May 29, 2018

ATTACHMENT – I TO THE AGM 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 RE-APPOINTMENT

Name of the Director	Mr. Prashant Kunjbihari Trivedi
Director Identification Number (DIN)	00167782
Date of Birth / Age	June 4, 1960 / 57 Years
Date of Appointment	December 28, 1990
Qualifications	Graduated B.Sc. (Econ.) from The Wharton School, University of Pennsylvania and also a <u>C</u> hartered <u>F</u> inancial <u>A</u> nalyst (CFA).
Brief Resume	Mr. Prashant Trivedi, a U.K. National, graduated in B.Sc. (Econ.) from The Wharton School, University of Pennsylvania. Prior to joining the Company, Mr. Trivedi worked in the fixed securities department of S. G. Warburg, a merchant bank from 1983 to 1985 and 1988 to 1991. He has been a Director of the Company since December 28, 1990.
Expertise in specific functional area	Global currencies, global fixed income, global equities, real estate and private equity.
Number of Board meetings of the Company attended during the year	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: <ol style="list-style-type: none"> 1) Multi-Act Construction Private Limited 2) Multi-Act Equity Research Services Private Limited 3) Multi-Act Trade And Investments Private Limited 4) Multi-Act Equity Consultancy Private Limited <p>Mr. Trivedi does not hold any membership / Chairmanship of Committees on other Boards.</p>
Shareholding in the Company as on the date of re-appointment as required under Regulation 36(3)(e)	Nil
Relationship with other Directors	<p>Mr. Kunjbihari Trivedi - Father</p> <p>Mr. Mehul Trivedi – Brother</p>

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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 64th Annual General Meeting (AGM) of the Company by electronic means through 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:** Monday, July 23, 2018, at 09:00 a.m. (IST)
- b) **Day, date and time of end of remote e-voting:** Wednesday, July 25, 2018, 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 Thursday, July 19, 2018.

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. Thursday, July 19, 2018, 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 Computershare Private Limited

Unit : The Indian Card Clothing Company Limited

Karvy Selenium, Tower B, Plot No. 31 & 32,

Gachibowli, Financial District, Nanakramguda,

Serilingampally,

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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, Designated Partner, S. Anantha & Ved LLP, 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. Thursday, July 19, 2018. 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 Company Limited.
- vi. If you are holding shares in Demat form and had logged on to <https://evoting.karvy.com> and casted 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. Thursday, July 19, 2018, 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_EVENTNO."

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. Prem Kumar of Karvy Computershare Private Limited at +91-40-67161509 or at 1-800-3454-001 (toll free).

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ROUTE MAP TO THE VENUE OF THE AGM

The Indian Card Clothing Company Limited
Mumbai – Pune Road,
Near Hindustan Antibiotics Factory,
Pimpri, Pune – 411018,
Maharashtra, India.

