

THE INDIAN CARD CLOTHING COMPANY LIMITED

Registered Office : 14th Floor, "B" Wing, AP81, Koregaon Park Annexe, Mundhwa, Pune 411036, Maharashtra, India.
Tel. : +91-20-61326700, Fax : +91-20-61326721
Manufacturing Plant : Village - Manjholi, Nalagarh - Ropar Road, Tehsil - Nalagarh, Dist. - Solan 174101, (H.P) India.
Tel. : +91-17-95-660400



August 25, 2024

To,

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

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

Security ID : INDIANCARD
Security Code : 509692

Symbol : INDIANCARD
Series : EQ

Madam / Sirs,

SUB : Disclosure under Regulation 30 regarding Notice of the 70th Annual General Meeting (AGM) of the Company, the record date and Book Closure

In terms of Regulation 30 read with Part A of Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ["Listing Regulations"], please find enclosed the Notice of 70th AGM of the members of the Company scheduled to take place on **Monday, September 16, 2024, at 12:00 noon (IST), through video conferencing (VC) facility / Other Audio Visual Means (OAVM)** from the Registered office of the Company, i.e., 14th Floor, "B" Wing, AP-81, Koregaon Park Annexe, Mundhwa, Pune – 411036 which shall be deemed to be the venue of the meeting in compliance with Circular No. 14/2020 dated April 08, 2020, Circular No.17 /2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020 read with Circular No. 02/2021 dated Circular No. January 13, 2021, Circular No. 19/2021 dated Circular No. December 12, 2021, 21/2021 dated December 14, 2021, Circular No. 2/2022 dated May 05, 2022, Circular No. 10/2022 dated 28th December, 2022 and Circular No. 09/2023 dated 25th September, 2023 issued by Ministry of Corporate Affairs ('MCA') and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, Circular No. SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, issued by the Securities and Exchange Board of India (SEBI) to transact the business set forth in the Notice of the 70th AGM dated August 14, 2024.

Pursuant to Regulation 42 of Listing Regulations, Register of Members and Share Transfer Books will remain closed from Tuesday, September 10, 2024 to Monday, September 16, 2024 (both days inclusive) for the purpose of 70th Annual General Meeting. 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, i.e., Monday, September 9, 2024.**



THE INDIAN CARD CLOTHING CO. LTD.

14th Floor, "B" Wing, AP-81, Koregaon Park Annexe,
Mundhwa, Pune – 411036, Maharashtra, India
CIN : L29261PN1955PLC009579

The said Notice forms part of the Annual Report and Annual Accounts of the Company for the Financial Year 2023-24 and is also available on the website of the Company at www.cardindia.com.

This is for your information and 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.: As above

C.C.:

- 1) **National Securities Depository Ltd.**
4th Floor, 'A' Wing Trade World,
Kamala Mills Compound, Senapati Bapat Marg,
Lower Parel, Mumbai – 400 013.
- 3) **KFin Technologies Private Limited,**
Selenium Tower B,
Plot Nos.31 & 32, Gachibowli,
Financial District, Nanakramguda,
Serilingampally,
Hyderabad – 500 032.
- 2) **Central Depository Services (India) Limited**
17th floor, P J Towers, Dalal Street, Fort,
Mumbai – 400001.

THE INDIAN CARD CLOTHING COMPANY LIMITED

NOTICE

NOTICE is hereby given that the Seventieth (70th) Annual General Meeting (AGM) of the members of THE INDIAN CARD CLOTHING COMPANY LIMITED will be held on Monday, September 16, 2024, at 12:00 noon (IST), through video conferencing (VC) facility / Other Audio-Visual Means (OAVM) from the Registered office of the Company, i.e., 14th Floor, "B" Wing, AP-81, Koregaon Park Annexe, Mundhwa, Pune – 411036 which shall be deemed to be the venue of the meeting 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, 2024 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, 2024, together with the report of the Auditors thereon.
- 3) To appoint a Director in place of Mr. Prashant K. Trivedi (DIN: 00167782), who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

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

“RESOLVED THAT in accordance with the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Gurudas Vishwas Aras (DIN: 02187903), in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years effective from July 27, 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, proper or expedient to give effect to this resolution.”

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

“RESOLVED THAT pursuant to the provisions of Section 152 and Section 161 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, and pursuant to the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, the Articles of Association of the Company and as recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sanjeevkumar Karkamkar (DIN: 00575970), who was initially appointed as an Additional Director (under the category – Non-Independent Non-Executive Director) of the Company with effect from June 18, 2024, who was then subsequently appointed by the Board of Directors of the Company as an Executive Director with effect from August 14, 2024 and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a member proposing his candidature for the office of Executive Director, be and is hereby appointed as an Executive Director of

70th Annual Report 2023-24

the Company with effect from August 14, 2024, liable to retire by rotation at a remuneration of Rs. 40 Lakhs per annum.

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.”

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

Amogh Barve

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

Place : Pune

Date : August 14, 2024

NOTES:

- 1) The Statement pursuant to Section 102 of the Companies Act, 2013, (“the Act”) setting out material facts in respect of Item No. 4 and Item No. 5 is annexed hereto. The Board of Directors of the Company at its meeting held on August 14, 2024 considered that the special business under Item No. 4 Item No. 5 being considered unavoidable, be transacted at the 70th AGM of the Company.
- 2) The relevant details as required under Regulation 36(3) of SEBI LODR Regulations and Secretarial Standard on General Meeting (SS-2) of the Institute of Company Secretaries of India (ICSI), of persons seeking appointment / re-appointment as Directors are provided in the **Attachment – I** to this Notice.
- 3) In compliance with the provisions of Companies Act, 2013 read with General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 12, 2021, 21/2021 dated December 14, 2021, 2/2022 dated May 05, 2022, 10/2022 dated 28th December, 2022 09/2023 dated September 25, 2023 issued by the Ministry of Corporate Affairs (“**MCA**”) (hereinafter collectively referred to as “**MCA Circulars**”) AND Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 7, 2023, issued by the Securities and Exchange Board of India (“**SEBI**”) (hereinafter collectively referred to as “**SEBI Circulars**”) and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time (“**the Listing Regulations**”), the 70th AGM of the Company is being conducted through VC/OAVM Facility, which does not require physical presence of members at a common venue. Complete details and instructions for Instructions for the members for attending the e-AGM through VC/OAVM are furnished as **Attachment – II** to the Notice.
- 4) Company has appointed National Securities Depository Limited (NSDL) to provide Video Conferencing facility for the 70th Annual General Meeting (AGM) and the attendant enablers for conducting of the AGM.
- 5) Pursuant to the provisions of the circulars of MCA on the VC/OVAM(AGM):
 - a) Members can attend the meeting through the login credentials provided to them to connect to Video conference. Physical attendance of the Members at the Meeting venue is not required.
 - b) The facility of appointment of proxies to attend and cast vote on behalf of the member will not be available for the 70th AGM of the Company and hence the Proxy Form is not annexed hereto.

THE INDIAN CARD CLOTHING COMPANY LIMITED

- c) Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
- 6) The members can join the AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
- 7) Members may note that the VC/OAVM Facility provided by NSDL allows participation of atleast 1000 Members on a first-come-first-served basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the AGM without any restriction on account of first-come- first-served principle.
- 8) The attendance of the members (members logins) attending the AGM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- 9) The Register of Members and the Share Transfer Books of the Company will remain closed from Tuesday, September 10, 2024 to Monday, September 16, 2024 (both days inclusive).
- 10) 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.
- 11) 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, KFin Technologies Limited (Attention – Mr. Anil Dalvi), Selenium, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telephone – +91-40-67161631, E-mail ID -einward.ris@kfintech.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.
- 12) The Company has during the financial year 2023-24, transferred unclaimed dividend pertaining to the financial year ended on 31st March 2016 and 31st March 2017 to the Investor Education and Protection Fund (IEPF). During the financial year 2023-24, the Company has also transferred all the shares in respect of which dividend had remained unclaimed for seven consecutive years or more to the Investor Education and Protection Fund (IEPF).
- 13) Those members who have so far not encashed their dividend warrants for the final dividend for the financial year 2016-17 onwards, may approach the Registrar and Transfer Agent (RTA) of the Company i.e., KFin Technologies Limited (Attention – Mr. Anil Dalvi), Selenium, Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032, Telephone : +91-40-67161631, E-mail ID -einward.ris@kfintech.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

70th Annual Report 2023-24

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.

- 14) 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.
- 15) The dividend for the financial year ended March 31, 2017 which remains unclaimed for a period of seven (7) years, becomes due for transfer on September 14, 2024 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.
- 16) This Notice of the 70th Annual General Meeting of the Company dated August 14, 2024 ("the Notice") along with the Annual Report 2023-24 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 and can also be accessed from the websites of the Stock Exchanges, i.e., BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The same is also available on the website of e-voting agency National Securities Depository Limited (NSDL) at their website address <https://www.evoting.nsdl.com> and can be accessed. 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/Folio No.
- 17) 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.
- 18) 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.
- 19) The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, 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 through electronic mode during the AGM and will be also available for inspection by the members on the website of the Company at www.cardindia.com.
- 20) 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 (as amended), 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 – III** to the Notice. These details form an integral part of the Notice.
- 21) Further, the members attending the AGM who have not cast their vote through remote e-voting, can cast their votes by using remote e-voting facility on the day of the AGM by following the instructions stated in **Attachment - III**.
- 22) The Board of Directors has appointed Mr. Devendra Deshpande, Proprietor of DVD & Associates, Practicing Company Secretary (Membership No. F6099 / CP. No. 6515), as a Scrutinizer to scrutinize the remote e-voting process and e-voting at the AGM in a fair and transparent manner.
- 23) The Scrutinizer's decision on the validity of the vote shall be final.

THE INDIAN CARD CLOTHING COMPANY LIMITED

- 24) 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.
- 25) The Scrutinizer after scrutinizing the votes cast on the day of AGM and vote cast through remote e-voting, will make a consolidated Scrutinizer's Report and submit the same within two working days of conclusion of the Meeting to the Chairman / any other Director/ Company Secretary of the Company or a person authorized by him in writing, who shall countersign the same.
- 26) The results declared along with the Scrutinizer's report will be forwarded to BSE Limited and National Stock Exchange of India Limited; be displayed at the Registered Office of the Company and simultaneously uploaded on the Company's website viz. www.cardindia.com and www.evoting.nsdl.com.
- 27) Subject to the receipt of requisite number of votes, the resolutions forming part of the Notice of Annual General Meeting shall be deemed to have been passed on the date of AGM, i.e., Monday, September 16, 2024.
- 28) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- 29) Important Instructions and Information for Shareholders in respect of Common and simplified norms for processing investor's service requests by RTAs and norms for furnishing PAN, KYC details and Nomination are provided in the "**Attachment – IV**" to the Notice

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

Place : Pune
Date : August 14, 2024

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

Annexure to the AGM 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 businesses mentioned under Item No. 4 and Item No. 5 of the Notice dated August 14, 2024.

Item No. 4

Mr. Sudhir Merchant (DIN:00033406), Independent Director of the Company completed his second term of 5 years on July 30, 2024. Further, pursuant to the provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time, the Company is required to maintain equal proportion of Independent and Non-Independent Directors in the composition of its Board of Directors.

It is, therefore, proposed to appoint Mr. Gurudas Vishwas Aras as an Independent Director of the Company with effect from July 27, 2024.

Mr. Aras has a very vast experience of over 43 years in the Textile Industry. He was associated with the A.T.E. Group – a renowned Textile Engineering Group, since 1981 and retired as the Director of A.T.E. on March 31, 2021. He holds Bachelor’s Degree of 1979 in the Textile Engineering from Bombay University with a Gold Medal and First Rank with distinction. He has also completed Master’s Degree in the Textile Engineering by research from Bombay University in 1982.

Based on Mr. Aras’s skills, competence and expertise in Textile Industry, experience in guiding and leading management teams and developing governance practices, the Nomination and Remuneration Committee (NRC) recommended appointment of Mr. Gurudas Vishwas Aras as an Independent Director of the Company. The Board of Directors at its meeting held on July 26, 2024, based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Members of the Company by way of Special Resolution, appointed Mr. Gurudas Vishwas Aras (DIN: 02187903), aged 66 years, as an Additional Director (Category : Independent Director) of the Company for a term of 5 (five) consecutive years effective from July 27, 2024.

The Company has received a declaration from Mr. Gurudas Vishwas Aras to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014 and has registered himself with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Aras has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no *inter se* relationship between him and any other member of the Board and other Key Managerial Personnel.

The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Gurudas Vishwas Aras for the office of a Director of the Company.

In the opinion of the Board, Mr. Gurudas Vishwas Aras is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, as amended from time to time, and is independent of the management of the Company. The Nomination and Remuneration Committee and the Board of Directors of the Company are of the view that Mr. Aras possesses the requisite skills and capabilities, experience and knowledge which would be of immense benefit to the Company.

Further, in terms of Regulation 25(2A) of Listing Regulations, appointment of Mr. Gurudas Vishwas Aras as an Independent Director requires approval of Members of the Company by passing a special resolution. Accordingly, the approval of Members is sought for appointment of Mr. Gurudas Vishwas Aras as an Independent Director not liable to retire by rotation for a term of 5 (five) consecutive years effective from July 27, 2024.

THE INDIAN CARD CLOTHING COMPANY LIMITED

Terms and conditions in respect of appointment of Mr. Gurudas Vishwas Aras as an Independent Director of the Company are available for inspection by the Members electronically on the website of the Company.

Details of Mr. Gurudas Vishwas Aras, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "**Attachment – I**" to the Notice.

Mr. Gurudas Vishwas Aras does not hold any shares of the Company himself or through his relatives.

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. 1, except to the extent of their shareholding, if any, in the Company.

The Board recommends this special resolution for approval by the Members.

Item No. 5

Mr. Sanjeevkumar Karkamkar (DIN: 00575970) was appointed as a Non-Independent Non-Executive Director of the Company with effect from June 18, 2024, subject to the approval of the Shareholders of the Company. Further, considering experience of Mr. Karkamkar in field of Finance, Taxation and Administration, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the consent received from Mr. Karkamkar, the Board of Directors of the Company in its meeting held on August 14, 2024 approved appointment of Mr. Sanjeevkumar Karkamkar (DIN: 00575970) as an Executive Director of the Company w.e.f. August 14, 2024, subject to the approval of the Shareholders of the Company, who shall be liable to retire by rotation.

Details of remuneration proposed to be paid to Mr. Sanjeevkumar Karkamkar are as given below:

- 1) As approved by the Nomination and Remuneration Committee and the Board of Directors of the Company, Mr. Sanjeevkumar Karkamkar (DIN: 00575970) shall be entitled to a total remuneration of Rs. 40,00,000 (Rupees Forty Lakhs Only) per annum.
- 2) Mr. Karkamkar 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.
- 3) Mr. Karkamkar shall also entitled to receive sitting fees for attending meetings of the Board and/or any Committee thereof.
- 4) Mr. Karkamkar shall not receive remuneration in any other capacity except as approved in this resolution.

Mr. Karkamkar has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company.

The Company has received a notice under Section 160 of the Act from a Member proposing the candidature of Mr. Sanjeevkumar Karkamkar for the office of a Director of the Company.

Details of Mr. Sanjeevkumar Karkamkar, pursuant to the provisions of (i) the Listing Regulations; and (ii) Secretarial Standard on General Meetings ("SS-2"), issued by the Institute of Company Secretaries of India, are provided in the "**Attachment – I**" to the Notice.

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.

The Board recommends this special resolution for approval by the Members.

ATTACHMENT – I TO THE AGM NOTICE

ADDITIONAL INFORMATION PURSUANT TO REGULATIONS 36 (3) OF THE LISTING REGULATIONS AND SECRETARIAL STANDARD – 2 ON GENERAL MEETINGS ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA IN RESPECT OF DIRECTOR SEEKING RE-APPOINTMENT

Name of the Director	Mr. Prashant Kunjbihari Trivedi	Mr. Gurudas Vishwas Aras	Mr. Sanjeevkumar Walchand Karkamkar
Director Identification Number (DIN)	00167782	02187903	00575970
Date of Birth/Age	June 4, 1960 – 64 Years	September 20, 1957 – 66 Years	July 29, 1956 – 68 Years
Date of first Appointment	28 th December, 1990	27 th July, 2024	18 th June, 2024
Qualifications	Graduated BSc. (Econ.) from The Wharton School, University of Pennsylvania, CFA Charterholder	Mr. Aras holds Bachelor's Degree of 1979 in the Textile Engineering from Bombay University with a Gold Medal and First Rank with distinction. He has also completed Master's Degree in the Textile Engineering by research from Bombay University in 1982 and Post Graduate Diploma in "Marketing Management" from Bombay University in 1984.	Mr. Sanjeevkumar Karkamkar is a graduate in Commerce.
Brief Resume	Mr. Prashant Kunjbihari 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. Mr. Prashant Trivedi is a Chartered Financial Analyst (CFA) by profession. Mr. Prashant Trivedi has been the director of the Company since December, 1990.	Mr. Aras has a very vast experience of over 43 years in the Textile Industry. He was associated with the A.T.E. Group – a renowned Textile Engineering Group, since 1981 and retired as the Director of A.T.E. on March 31, 2021. He holds Bachelor's Degree of 1979 in the Textile Engineering from Bombay University with a Gold Medal and First Rank with distinction. He has also completed Master's Degree in the Textile Engineering by research from Bombay University in 1982.	Mr. Sanjeevkumar Karkamkar is a graduate in Commerce. He has over 45 years of experience in areas like finance, Company Law, Taxation and Administration. He is currently on the Board of various companies of the Multi-Act group. In the past, he was associated with companies like Vijay Engineering, Herdiliya Polymers Limited, Hundalani Finance & Leasing Co. Private Limited and IMS Health. Mr. Karkamkar was also associated with The Indian Card Clothing Company Limited from July 2018 upto April, 2023.

THE INDIAN CARD CLOTHING COMPANY LIMITED

Name of the Director	Mr. Prashant Kunjbihari Trivedi	Mr. Gurudas Vishwas Aras	Mr. Sanjeevkumar Walchand Karkamkar
Experience including expertise in specific functional area	Global currencies, global fixed income, global equities, real estate and private equity.	Mr. Gurudas Vishwas Aras has a very rich and vast experience of over 43 years in the Textile Industry. He was associated with the A.T.E. Group – a renowned Textile Engineering Group, since 1981 and retired as the Director of A.T.E. on March 31, 2021. During his tenure with A.T.E., under his leadership, Mr. Aras started new business verticals of technical textiles, Carpet Solutions, Utilities, Automation, Storage Solutions etc. and made them profitable in a short period. He was also appointed as a Director on the A.T.E. Group Companies, namely, A.T.E. Enterprises Private Limited, A.T.E. Technologies (Bangladesh) Private Limited and Valence Electrons Private Limited.	Financial and Business management, accounting solutions and administration.
Terms and conditions of appointment	Not Applicable	As per the resolution set out at Item No. 1 of this Notice read with explanatory statement.	As per the resolution set out at Item No. 2 of this Notice read with explanatory statement.
Remuneration last drawn	None, only sitting fees paid for attending meetings of the Board or Committee thereof	Not Applicable	None
Remuneration proposed to be paid	Not Applicable	Mr. Aras shall be eligible for the following: 1) Sitting fees, as applicable to the Independent Directors of the Company for attending the meetings of the Board or committee thereof or for any other purpose whatsoever as may be decided by the Board; 2) Reimbursement of expenses for participation in the Board and other meetings;	As per the resolution set out at Item No. 2 of this Notice read with explanatory statement.

70th Annual Report 2023-24

Name of the Director	Mr. Prashant Kunjbihari Trivedi	Mr. Gurudas Vishwas Aras	Mr. Sanjeevkumar Walchand Karkamkar
Directorships in other public limited Companies as on the date of appointment	None	None	Director of ICC International Agencies Limited, wholly owned subsidiary of the Company.
Listed Entities from which director has resigned in past 3 years	Not Applicable	Not Applicable	Mr. Karkamkar had resigned from the directorship of the Company with effect from May 1, 2023
Chairperson/Member of the Committees of Director of the Company	Chairman of the CSR Committee and Investment Committee of the Company	Nil	Member of the Stakeholders Relationship Company w.e.f. June 18, 2024.
Chairman/Member of the Committees of other public limited Companies as on the date of appointment	None	None	None
Shareholding in the Company including shareholding as a beneficial owner as on the date of appointment as required under Regulation 36 (3) (e)	Direct Shareholding in the Company : Nil Shareholding (through Multi-Act Industrial Enterprises Ltd., Mauritius) as a Significant Beneficial owner of the Company : 67.33%	Nil	Nil
Inter-se relationship with Directors and other Key Managerial Personnel of the Company.	Nil	Nil	Nil
Number of Board Meetings attended during the year	Six	Nil	Nil
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements. (for independent directors)	Not Applicable	Kindly refer explanatory statement in the notice for Item 1.	Not Applicable

THE INDIAN CARD CLOTHING COMPANY LIMITED

ATTACHMENT – II TO THE AGM NOTICE

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1) Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- 2) Members are encouraged to join the Meeting through Laptops for better experience.
- 3) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 4) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- 5) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investor@cardindia.com. The same will be replied by the company suitably.
- 6) Members, holding shares as on the cut-off date i.e. September 9, 2024 and who would like to speak or express their views or ask questions during the AGM may register themselves as speakers at www.evoting.nsd.com and clicking on “Speaker Registration” or by sending their request from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN, mobile number at investor@cardindia.com during the period from Friday, September 13, 2024 (9:00 a.m. IST) up to Sunday, September 15, 2024 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to speak / express their views / ask questions during the AGM. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.
- 7) Due to limitations of transmission and coordination during the Q&A session, the company may dispense with the speaker registration during the AGM.

ATTACHMENT – III TO THE AGM NOTICE

PROCEDURE FOR REMOTE E-VOTING AND VOTING ON THE DAY OF THE AGM:

In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the Listing Regulations read with SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 9th December, 2020 relating to ‘e-voting Facility Provided by Listed Entities’ (“SEBI e-voting Circular”), the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means as the authorized agency at its 70th AGM. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

- 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, September 13, 2024, at 09:00 a.m. IST
 - b) **Day, date and time of end of remote e-voting** : Sunday, September 15, 2024, at 05:00 p.m. IST

The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, the Member shall not be allowed to change it subsequently.

- 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, September 9, 2024.
- 3) In terms of SEBI e-voting Circular, e-voting process has been enabled for all ‘individual demat account holders’, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participant(s) (“DP”).
- 4) Any person, holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the dispatch of the AGM notice is send through e-mail and holding shares as of the cut-off date, i.e., Monday, September 9, 2024 obtain the login ID and password by sending a request at evoting@nsdl.com or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 022 - 4886 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending dispatch of the AGM Notice and holding shares as of the cut-off date, i.e., Monday, September 9, 2024, may follow steps mentioned in the Notice of the AGM under “Access to NSDL e-Voting system”.
- 5) **How do I vote electronically using NSDL e-Voting system?**





The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

- A) **Login method for e-Voting for Individual shareholders holding securities in demat mode is given below:**

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing Internet-based Demat Account Statement (“IDeAS”) users can visit the e-Services website of NSDL viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access

THE INDIAN CARD CLOTHING COMPANY LIMITED

Type of shareholders	Login Method
	<p>to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name, i.e., ‘The Indian Card Clothing Company Limited’ or e-Voting service provider, i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <ol style="list-style-type: none"> 2. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name, i.e., ‘The Indian Card Clothing Company Limited’ or e-Voting service provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi/Easiest, they can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my Easi/Easiest username & password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by company. On clicking the e-Voting option, the user will be

Type of shareholders	Login Method
	<p>able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-voting period or joining virtual meeting & Voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-Voting service provider, i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e., NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.

THE INDIAN CARD CLOTHING COMPANY LIMITED

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices, i.e., IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2, i.e., Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares, i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12***** then your user ID is 12*****.
For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 130062 then user ID is 130062001***

5. Password details for shareholders other than Individual shareholders are given below:
- a. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b. If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c. How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment, i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.

- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
 8. Now, you will have to click on “Login” button.
 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options, i.e., assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to devendracs@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “**Upload Board Resolution / Authority Letter**” displayed under “**e-Voting**” tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. 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 www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Prajakta Pawle at evoting@nsdl.com.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor@cardindia.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor@cardindia.com. If

THE INDIAN CARD CLOTHING COMPANY LIMITED

you are an Individual Shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)**, i.e., **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

ATTACHMENT – IV TO THE AGM NOTICE

IMPORTANT INSTRUCTIONS AND INFORMATION FOR SHAREHOLDERS IN RESPECT OF COMMON AND SIMPLIFIED NORMS FOR PROCESSING INVESTOR’S SERVICE REQUESTS BY RTAs AND NORMS FOR FURNISHING PAN, KYC DETAILS AND NOMINATION

Pursuant to the SEBI Master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 07th May, 2024 read with the SEBI circular no. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023, SEBI Master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May, 2023, SEBI circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/158 dated 26th September, 2023 and SEBI circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated 17th November, 2023 whereby SEBI has mandated the following:

- a) furnishing of PAN, nomination / declaration to opt-out of nomination, contact details (i.e. present postal address with PIN code, email address, mobile number), bank account details and specimen signature by holders of physical securities;
- b) any service request and complaint shall be entertained only upon registration of the PAN, KYC and nomination documents / details as stated above;
- c) to ensure that your PAN was linked to Aadhaar by June 30, 2023 or any other date as may be specified by the Central Board of Direct Taxes.

You are requested to forward the duly filled in Form ISR-1, Form ISR-2 and Form SH-13/Form ISR-3 along with the related proofs as mentioned in the respective forms as the earliest

Issuance of Securities in dematerialized form in case of Investor Service Requests

We would further like to draw your attention to the SEBI Master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 07th May, 2024 read with the SEBI Master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated 17th May, 2023. Accordingly, while processing service requests in relation to; 1) Issue of duplicate securities certificate; 2) Claim from Unclaimed Suspense Account & Suspense Escrow Demat Account; 3) Replacement / Renewal / Exchange of securities certificate; 4) Endorsement; 5) Sub-division / Splitting of securities certificate; 6) Consolidation of securities certificates/folios; 7) Change in the name of the holder 8) Transmission and 9) Transposition, the Company shall issue securities only in dematerialised form. For processing any of the aforesaid service requests the securities holder/claimant shall submit duly filled up Form No.: ISR-4. We hereby request to the holders of physical securities to furnish the documents/details, as per the table below for respective service request, to the Registrars & Transfer Agents i.e., M/s. KFin Technologies Limited:

Sr. No.	Particulars	Form
1.	PAN	Form No.: ISR-1
2.	Address with PIN Code	
3.	Email address	
4.	Mobile Number	
5.	Bank account details (Bank name and Branch, Bank account number, IFS Code)	
6.	Demat Account Number	
7.	Specimen Signature	Form No.: ISR-1 and Form No.: ISR-2
8.	Nomination details	Form No.: SH-13
9.	Declaration to opt out nomination	Form No.: ISR-3
10.	Cancellation or Variation of Nomination	Form No.: SH-14

THE INDIAN CARD CLOTHING COMPANY LIMITED

Sr. No.	Particulars	Form
11.	For Processing of various service requests and request for issue of Securities in dematerialized form incase of below: i) Issue of duplicate securities certificate ii) Replacement / Renewal / Exchange of securities certificate iii) Consolidation of securities certificates iv) Sub-division / Splitting of securities certificate v) Consolidation of folios vi) Endorsement vii) Change in the name of the holder viii) Claim from Unclaimed Suspense Account & Suspense Escrow Demat Account ix) Transposition x) Transmission	Form No.: ISR-4

A member needs to submit Form No.: ISR-1 for updating PAN and other KYC details to the Registrars to an Issue and Share Transfer Agents (RTA) of the Company. Member may submit Form No.: SH-13 to file Nomination. However, in case a Member do not wish to file nomination 'declaration to Opt-out' in Form No.: ISR-3 shall be submitted.

In case of major mismatch in the signature of the members(s) as available in the folio with the RTA and the present signature or in case of updation/non-availability of the specimen signature with the RTA, then the security holder can register/update the specimen signature through form ISR-1 and shall be required to furnish Banker's attestation of the signature as per Form No.: ISR-2 along-with the documents specified therein.

All the aforesaid forms can be downloaded from the website of the Company at <https://cardindia.com/investors/investor-information/updation-pan-kyc-nomination-details-shareholders-pursuant-sebi-circular-dated-03-11-2021/> and from the website of the RTA at <https://ris.kfintech.com/clientservices/isc/isrforms.aspx>.

The Company shall dispatch a separate communication letter to the holders of physical securities requesting them to update their KYC in record of Company/RTA.

Mode of submission of form(s) and documents - The RTA shall enable the holder/claimant to provide the documents/details by any one of the following mode; unless otherwise prescribed in the Companies Act, 2013 or the Rules issued thereunder or in SEBI Regulations or Circulars issued thereunder:

a. Through 'In Person Verification' (IPV):

The authorized person of the RTA shall verify the original documents furnished by the investor and retain copy (ies) with IPV stamping with date and initials.

b. Submitting Hard copy through Post/Courier etc.:

Members can forward the hard copies of duly filled-in and signed form(s) along with self-attested and dated copies of relevant documentary proofs as mentioned in the respective forms, to the following address:

KFin Technologies Limited,
 Unit: The Indian Card Clothing Company Limited
 Selenium, Tower B, Plot Nos. 31 & 32,
 Financial District, Nanakramguda,
 Serilingampally Mandal, Hyderabad – 500032

c. Through Electronic Mode with e-sign:

In case members have registered their email address, they may send the scan soft copies of the form(s) along with the relevant documents, duly e-signed, from their registered email id to einward.ris@kfintech.com or upload KYC documents with e-sign on RTA's website at the link: <https://ris.kfintech.com/clientservices/isc/>.

d. Submitting Hard copy at the office of the RTA:

The form(s) along-with copies of necessary documents can be submitted by the securities holder (s) / claimant (s) in person at RTA's office. For this, the securities holder/claimant should carry Original Documents against which copies thereof shall be verified by the authorised person of the RTA and copy(ies) of such documents with IPV stamping with date and initials shall be retained for processing.

e. Mandatory Self-attestation of the documents:

Please note that, each page of the documents that are submitted in hard copy must be self-attested by the holder(s). In case the documents are submitted in electronic mode then the same should be furnished with e-sign of scan copies of the documents.

f. E-sign:

The holder(s)/ claimant(s) may furnish the documents to RTAs electronically including by way of email or through service portal of the RTA provided the documents furnished shall have e-sign* of the holder(s)/ claimant(s).

*E-Sign is an integrated service which facilitates issuing a Digital Signature Certificate and performing signing of requested data by e-Sign user. The holder/claimant may approach any of the empanelled e-Sign Service Providers, details of which are available on the website of Controller of Certifying Authorities (CCA), Ministry of Communications and Information Technology (<https://cca.gov.in/>) for the purpose of obtaining an e-sign.

The members holding shares in demat are requested to update with respective Depository Participant, changes, if any, in their registered addresses, mobile number, Bank Account details, e-mail address and nomination details.