

**THE INDIAN CARD CLOTHING CO. LTD.**

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

CIN-L29261PN1955PLC009579



**FORM A**

**[Pursuant to Clause 31(a) of the Listing Agreement]**

1)	Name of the Company	The Indian Card Clothing Company Limited
2)	Annual Financial Statements for the year ended	31 <sup>st</sup> March, 2015
3)	Type of Audit observation	Un-qualified
4)	Frequency of observation	N.A.

For The Indian Card Clothing Co. Ltd.

K. N. Suvarna  
Vice President (Finance & Accounts)

For the Indian Card Clothing Co. Ltd.

Mehul K. Trivedi  
Managing Director  
DIN : 00030481



For The Indian Card Clothing Co. Ltd.

J.M. Kothary  
Audit Committee Chairman  
DIN : 00015254

For B.K. Khare & Co., Chartered Accountants  
(Statutory Auditors of the Company)

H.P. Mahajani  
Partner  
Membership No. : 30168

Place : Mumbai  
Date : May 22, 2015



The Indian Card Clothing Company Ltd.  
61<sup>st</sup> Annual Report 2014-15

## SUMMARY OF FIVE YEAR DATA

Sr. No.	Particulars	Year Ended				
		31.03.2015	31.03.2014	31.03.2013	31.03.2012	31.03.2011
	<b>PROFIT AND LOSS ACCOUNT</b>					
<b>1.</b>	<b>Sales</b>					
	Metallic Card Clothing	3,990.86	4,300.28	3,755.96	3,661.35	3,699.71
	Wollen	922.41	837.17	597.52	523.25	480.87
	Other	746.71	746.63	551.72	662.19	650.92
	Trading Goods	54.00	85.32	90.36	118.89	81.43
	Service Income	140.10	83.19	71.38	56.21	55.42
	<b>Total</b>	<b>5,854.08</b>	<b>6,052.59</b>	<b>5,066.94</b>	<b>5,021.89</b>	<b>4,968.35</b>
	Includes Export	1,433.02	1,412.25	1,152.70	1,484.31	1,086.93
<b>2</b>	<b>Other Income</b>					
	Dividend & Interest	86.39	64.36	81.28	113.21	78.81
	Profit On Sale Of Investment	92.79	397.74	163.18	331.14	210.24
	Profit On Sale Of Assets	14.80	14.42	330.28	1,278.19	114.35
	Rent Received	929.17	852.99	780.52	619.30	477.47
	Others	128.43	59.57	75.73	38.03	50.37
	<b>Total</b>	<b>1,251.58</b>	<b>1,389.08</b>	<b>1,430.99</b>	<b>2,379.87</b>	<b>931.24</b>
<b>3</b>	Material Cost Including Stock Change	2,228.48	2,390.76	1,806.68	1,896.51	1,887.55
<b>4</b>	Staff Cost	2,118.76	1,740.37	1,685.42	1,738.94	1,617.12
<b>5</b>	Other Expenses	2,100.07	2,109.47	1,638.53	1,583.18	1,470.28
<b>6</b>	Depreciation	1,011.68	742.32	538.13	528.86	547.46
<b>7</b>	Interest	111.92	149.61	111.33	123.15	119.10
<b>8</b>	<b>Profit Before Tax</b>	<b>(465.25)</b>	<b>309.14</b>	<b>717.84</b>	<b>1,531.12</b>	<b>258.08</b>
<b>9</b>	Current & Deferred Tax	82.45	72.89	254.51	407.36	34.17
<b>10</b>	<b>Profit After Tax</b>	<b>(382.80)</b>	<b>236.25</b>	<b>463.33</b>	<b>1,123.76</b>	<b>223.91</b>
<b>11</b>	Earning Per Share Rs.	8.41	5.19	10.18	24.69	4.92
<b>12</b>	Dividend Per Share Rs.	2.50	3.00	3.50	13.50	3.00
	<b>BALANCE SHEET</b>					
<b>13</b>	Fixed Assets					
	Gross Block	12,142.73	12,012.48	11,855.40	10,053.98	10,160.95
	Depreciation	(6,171.85)	(5,264.68)	(4,549.32)	(4,184.05)	(3,647.84)
	Net Block	<b>5,970.88</b>	<b>6,747.80</b>	7,306.08	5,869.93	6,513.11
<b>14</b>	Investments	2,678.00	2,883.08	2,805.00	3,085.52	2,579.06
<b>15</b>	Bank Deposits	434.07	210.68	49.14	4.90	4.78
<b>16</b>	Other Current Assets	2,955.04	3,264.21	3,201.83	3,250.71	2,751.75
<b>17</b>	Security Deposits	(1,371.83)	(1,511.71)	(1,511.71)	(1,364.46)	(1,165.26)
<b>18</b>	Other Current Liabilities & Provisions	(946.80)	(1,187.12)	(1,457.86)	(1,203.19)	(1,580.63)
<b>19</b>	Deferred Tax	84.23	1.68	74.68	21.61	13.74
	<b>APPLICATION OF FUNDS</b>	<b>9,803.59</b>	<b>10,408.62</b>	<b>10,467.16</b>	<b>9,665.02</b>	<b>9,116.55</b>
<b>20</b>	Share Capital	455.11	455.11	455.11	455.11	455.11
<b>21</b>	Reserves & Surplus	8,079.23	8,599.11	8,518.54	8,241.57	7,823.58
<b>22</b>	Loan Funds	1,269.25	1,354.40	1,493.51	968.34	837.86
	<b>SOURCES OF FUNDS</b>	<b>9,803.59</b>	<b>10,408.62</b>	<b>10,467.16</b>	<b>9,665.02</b>	<b>9,116.55</b>

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## DIRECTORS

K. K. TRIVEDI	Chairman Emeritus
PRASHANT K. TRIVEDI	Chairman
H. C. ASHER	Director
J. M. KOTHARY	Director
SUDHIR MERCHANT	Director
S. S. PANDIT	Director
M. K. TRIVEDI	Managing Director

## MANAGEMENT TEAM

M. K. Trivedi	Managing Director
K. N. Suvarna	Vice President (Finance & Accounts)
Rajendra Sabnis	Vice President (Human Resources)
Prasad Mahale	Vice President (Sales & Marketing)
Amogh Barve	Company Secretary

## REGISTERED OFFICE

Mumbai-Pune Road,  
Pimpri, Pune 411 018.  
Tel. : (020) 39858200  
Fax.: (020) 39858300  
Website : [www.cardindia.com](http://www.cardindia.com)  
e-mail : [investor@cardindia.com](mailto:investor@cardindia.com)

## REGISTRAR AND SHARE TRANSFER AGENTS

M/s. Sharepro Services (India) Pvt. Ltd.,  
13 AB Samhita Warehousing Complex,  
2nd Floor, Off. Andheri Kurla Road,  
Sakinaka, Andheri (East),  
Mumbai - 400 072.  
Tel: (022) 67720300, 67720348,  
67720400  
Fax: (022) 28591568  
email: [sharepro@shareproservices.com](mailto:sharepro@shareproservices.com)

## AUDITORS

M/s. B. K. Khare & Co.  
706/708, Sharda Chambers,  
New Marine Lines,  
Mumbai 400 020

## SOLICITORS

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

## BANKERS

Corporation Bank  
HDFC Bank

## ANNUAL GENERAL MEETING

12.00 noon, Thursday, 6th August, 2015  
at the Registered Office

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## NOTICE

NOTICE is hereby given that the Sixty-First Annual General Meeting of the Members of THE INDIAN CARD CLOTHING COMPANY LIMITED will be held at the Registered Office of the Company on Thursday, 6<sup>th</sup> August, 2015 at 12.00 noon, to transact the following business:

### ORDINARY BUSINESS:

01. To receive, consider and adopt the Audited Financial Statements as at 31<sup>st</sup> March, 2015 (Standalone and Consolidated) together with reports of Directors' and Auditors' thereon;
02. To declare final dividend on equity shares for the year ended on 31<sup>st</sup> March, 2015.
03. To appoint a Director in place of Mr. Mehul K. Trivedi (DIN: 00030481) who retires by rotation and being eligible, offers himself for re-appointment.
04. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

#### **Resolution :**

“**RESOLVED THAT** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013, M/s. B.K. Khare & Co., Chartered Accountants, Pune having Firm Registration No. 105102W, be and are hereby re-appointed as the Statutory Auditors of the Company to hold office for two financial years, i.e., for the financial year 2015-16 and, subject to ratification by the members at the next Annual General Meeting, for the financial year 2016-17, on such remuneration as shall be fixed by the Board of Directors.”

### SPECIAL BUSINESS:

05. 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 180(1)(a) of the Companies Act, 2013 read with the relevant Rules made thereunder and subject to other approvals, as may be applicable or required under any statute(s)/rule(s)/regulation(s) or any law for the time being in force or required from any other concerned authorities and in supersession of all earlier Resolutions passed in this regard under the Companies Act (earlier in force) and the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as “the Board” which term shall include any Committee constituted by the Board or any person(s) authorized by the Board) to sell, transfer, lease, mortgage or otherwise dispose off the whole or substantially the whole of the undertakings of the Company or to create any kind of mortgage/charge/hypothecation and/or other encumbrance, in addition to the existing mortgages, charges, hypothecation and other encumbrances, if any, created by the Company on all or any part of the immovable and/or movable properties, current and/or fixed assets, tangible or intangible assets, book debts and/or claims of the Company wheresoever situate, present and future and such charge to rank either first, *pari-passu* with or second, subsequent, subservient and / subordinate to all mortgages, charges, hypothecations and other encumbrances created/to be created by the Company in favour of Indian or Foreign Financial Institutions, Banks or other Lending Institution(s), and/or to such other persons, if any, from whom the Company has proposed or proposes to borrow from time to time money/sums of moneys of such amount or amounts as the Board may deem fit by way of Term Loans, Cash Credits, Overdrafts, Discounting of Bills, Inter Corporate Deposits, Commercial Papers or such other financial instruments permitted to be used by the appropriate authorities or is in debt (hereinafter referred to as the 'lenders') from time to time together with interest, cost, charges and other incidental expenses in terms of agreement(s) entered/to be entered into by the Board of the Company.

**RESOLVED FURTHER THAT** in connection with this Resolution, the Board shall have the power to mortgage or otherwise offer as collateral, substantial property, assets and/or undertakings of the Company to lenders and/or trustees for the holders of debentures/bonds/other instruments, to secure any rupee loans, foreign currency loans and/or the issue of debentures whether partly or fully convertible or non-convertible and/or securities linked to equity shares and/or rupee/foreign currency convertible bonds and/or bonds with share warrants attached thereto.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to finalize and execute with the Lenders/Trustees the requisite agreements, documents, deeds and writings for creating the aforesaid mortgage(s) and/or charge(s)/pledge on such terms and conditions as the Board may consider necessary or expedient in its absolute discretion and to do all such acts, deeds, matters and things and to execute or to authorize any person to execute all such documents, instruments and writings as may be required for giving effect to this resolution.”

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06. 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 Sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder read with Schedule V to the Companies Act, 2013 and the Articles of Association of the Company and subject to such approvals as may be necessary, the consent of the members of the Company be and is hereby accorded to the re-appointment of Mr. Mehl Kunjibhari Trivedi as Managing Director of the Company for a period of three years with effect from 1st October, 2014 on such terms and conditions as detailed in the explanatory statement annexed to this notice convening the meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board or any person(s) authorized by the Board) to alter and vary the terms and conditions of the said re-appointment and /or remuneration as it may deem fit and as may be acceptable to Mr. Mehl Kunjibhari Trivedi, not exceeding the limits specified in Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** notwithstanding anything stated herein, where in any financial year during the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company may subject to receipt of such approvals as may be necessary including approval of the Central Government, if necessary, pay to the Managing Director the above-mentioned remuneration as the minimum remuneration by way of salary, perquisites, performance pay, other allowances and benefits as specified in the Statement setting out the material facts annexed to the Notice convening this meeting and that the perquisites pertaining to contribution to provident fund, superannuation fund or annuity fund, gratuity and leave encashment shall not be included in the computation of the ceiling on remuneration as may be specified in Section II and Section III of Part II of Schedule V to the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board 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; to settle any question or doubt that may arise in order to give effect to this resolution and to seek such approval/ consent from the government or other persons, as may be required in this regard.”

07. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Sections 149, 152, Schedule IV and other applicable provisions of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2014 and pursuant to Clause 49 of the Listing Agreement entered into with the Stock Exchanges, Mrs. Sangeeta S. Pandit (DIN: 06748608) in respect of whom the Company has received Notice in writing from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose candidature of Mrs. Sangeeta S. Pandit for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a period upto 11th November, 2019.”

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

Amogh Barve  
Company Secretary  
Membership No. A33080

Place : Pune  
Date : May 22, 2015

**Registered Office:**  
Mumbai – Pune Road,  
Pimpri, Pune – 411 018

## NOTES:

01. Explanatory Statement, pursuant to Section 102 (1) of the Companies Act, 2013 in respect of the business under Item No. 04 to 07 is annexed hereto.
02. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A 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 TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A PERSON HOLDING MORE THAN 10 PERCENT 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 SHAREHOLDER.**
03. Proxies, in order to be effective, must be deposited with the Company at its Registered Office not less than 48 hours before the time fixed for holding the Annual General Meeting.
04. Every member entitled to vote at the Annual General 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 hours before the time fixed for the commencement of the Annual General Meeting. However a prior notice of not less than 3 (three) days in writing of the intentions to inspect the proxies lodged shall be required to be provided to the Company.
05. The Register of Members and the Share Transfer Books of the Company will remain closed from Friday, 31<sup>st</sup> July, 2015 to Thursday, 6<sup>th</sup> August, 2015 (both days inclusive).
06. Members are requested to note the following:
  - a) Members holding shares in physical form are requested to address all their correspondence including change of address to the Company's Registrar and Sharepro Services India Pvt. Ltd., 13 AB, Samhita Warehousing Complex, 2<sup>nd</sup> Floor, Near Sakinaka Telephone Exchange, Sakinaka, Andheri (E), Mumbai – 400072 and Members holding shares in dematerialized form should approach their respective Depository Participants for the same.
  - b) Quote client ID and DP ID numbers in respect of shares held in dematerialised form and ledger folio number in respect of shares held in physical form in all correspondence with the Company.
07. Members/ Proxies are requested to bring copy of Annual Report and attendance slip duly filled in and hand over the enclosed 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 dematerialised form are requested to bring their Client ID and DP ID numbers for identification.
08. Corporate members intending to send their authorized representative to attend meeting are requested to send a certified true copy of Board Resolution authorizing their representatives to attend and vote on their behalf at the Annual General Meeting.
09. Members holding equity shares in multiple folios in the identical order of names are requested to consolidate their holding into one folio.
10. The dividend, as recommended by the Board, if declared at the Annual General Meeting will paid on or after 6<sup>th</sup> August, 2015 to those persons or their mandate:
  - a) whose names appear as Beneficial Owners as at the end of the business hours on 30<sup>th</sup> July, 2015 in the list of Beneficial Owners to be furnished by NSDL and CDSL in respect of the shares held in electronic form; and
  - b) whose names appear as members in the register of members of the Company after giving effect to valid share transfers in physical form lodged with the Company /Registrar and Share Transfer Agents on or before 30<sup>th</sup> July, 2015.
11. 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 DPs only.
12. Equity Shareholders who have not dematerialized their shareholding are advised to dematerialize the same, to avoid inconvenience in future and to reap benefits of de-materialization.
13. The Notice of 61<sup>st</sup> Annual General Meeting of the Company dated 22<sup>nd</sup> May, 2015 (“the AGM Notice”) along with the Annual Report 2014-15 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.cardinida.com](http://www.cardinida.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 at any point of time.

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14. 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.
15. The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent.
16. All the material documents referred to in the accompanying Notice shall be open for inspection by the Members at the Registered Office of the Company during office hours on all working days from 10:00 a.m. to 12:00 noon up to the date of the Annual General Meeting.
17. Additional information, pursuant to Clause 49 of the Listing Agreement executed with the stock exchanges, in respect of directors seeking appointment/re-appointment at the Annual General Meeting is furnished as Attachment – I to the AGM Notice.
18. All unclaimed/unpaid dividend amounts for the financial year 2006-07 have been transferred to Investor Education & Protection Fund and no claims will lie against the Company or the Fund in respect of the unclaimed amounts so transferred.

The unclaimed dividend in respect of the financial year 2007-08 declared on 12<sup>th</sup> August, 2008 can be claimed by the shareholders on or before 10<sup>th</sup> September, 2015.

19. **Voting through electronic means:**

Complete details and instructions for e-voting are furnished as Attachment – II to the AGM Notice. These details form an integral part of the Notice

By Order of the Board of Directors  
**For The Indian Card Clothing Company Ltd.,**

**Amogh Barve**  
**Company Secretary**  
**Membership No. A33080**

Place : Pune  
Date : May 22, 2015



**Annexure to Notice**

As required by Section 102 (1) of the Companies Act, 2013, (hereinafter referred to as "the Act") the following Explanatory Statements set out all material facts relating to the business mentioned under item No. 04 to 07 of the accompanying Notice dated 22nd May, 2015.

**Item No. 04**

Section 139 of the Companies Act, 2013 ("the Act") and the Rules made thereunder provide that a company can appoint a firm as auditor for maximum two (2) terms of five (5) consecutive years. Further, the Act and the Rules provide a time frame of three (3) years from the date of commencement of the Act, i.e., 3 years from 1st April, 2014 to comply with the requirements of Section 139. Thus, an Audit Firm which has completed its period of 10 years on 1st April, 2014 as Statutory Auditors of the Company can be appointed as Statutory Auditors for a further period of 3 financial years.

As on April 1, 2014 M/s. B. K. Khare & Co., Chartered Accountants (Firm Reg. No. 105102W) already completed term of ten (10) years as Statutory Auditors of the Company and can continue to be the Statutory Auditors of the Company for another period of 3 years from the date of Commencement of the Act. Out of these 3 years, M/s. B.K. Khare & Co., was already appointed as Statutory Auditor of the Company for the financial year 2014-15. The Company can now re-appoint M/s. B. K. Khare & Co. for two (2) more years in this Annual General Meeting thereby completing their aggregate period of 13 consecutive years. Hence, the members are requested to approve the re-appointment of M/s. B. K. Khare & Co., for the financial year 2015-16 and 2016-17. The continuation of the re-appointment for financial year 2016-17 is subject to ratification by the members at the Annual General Meeting in respect of the financial year ending 31<sup>st</sup> March, 2016.

In this regard, the Company has received a letter from M/s. B. K. Khare & Co. intimating their consent and eligibility to the effect that their re-appointment, if made, will be in accordance with section 141 of the Companies Act, 2013.

The Board recommends the appointment of M/s. B. K. Khare & Co., Chartered Accountants as Statutory Auditors of the Company for the financial years 2015-16 and 2016-17.

None of the Directors and Key Managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise in the above resolution.

**Item No. 05**

Under the erstwhile Section 293(1)(a) of the Companies Act, 1956, the Board of Directors of a Company could, with the consent of the members obtained by an ordinary resolution, create charge/ mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

With the coming into force of the Companies Act, 2013, in particular, the provisions of section 180 (1) (a) of the Companies Act, 2013, approval of the members is required to be obtained by means of a special resolution to enable the Board of Directors of the Company to create charge/mortgage/ hypothecation on the Company's assets, both present and future, in favour of the lenders/ trustees for the holders of debentures/ bonds, to secure the repayment of monies borrowed by the Company (including temporary loans obtained from the Company's Bankers in the ordinary course of business).

The Company's Bankers require that the resolution be passed authorising the Board of Directors to create charge / mortgage / hypothecation on the Company's assets, both present and future.

Accordingly, it is proposed to pass an enabling special resolution authorizing the Board of Directors to pledge, create/modify charge on the movable and immovable properties of the Company against the credit facilities/loans availed from time to time. The existing and the proposed credit facilities availed/ to be availed (including temporary loans obtained from the Company's Bankers in the ordinary course of business) aggregating to Rs. 1,469.25 Lac is much lesser than Rs. 7,624.12 Lac which is the aggregate of the paid-up share capital and free reserves of the Company .

None of the Directors and Key Managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise in the above resolution, except to the extent of their shareholding in the Company.

**Item No. 06**

The Board of Directors of the Company on the recommendation of the 'Nomination and Remuneration Committee' has approved re-appointment Mr. Mehl Kunjibhari Trivedi as the Managing Director of the Company at its meeting held on 29<sup>th</sup> September, 2014 for a further period of 3 years with effect from 1<sup>st</sup> October, 2014. Mr. Mehl Kunjibhari Trivedi has been actively involved in the business operations of the Company since 1992 and the Company has grown manifold under his stewardship.

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Under the leadership of Mr. Mehul Kunjbihari Trivedi, the Company started its second unit at Nalagarh, Himachal Pradesh. Due to consistent efforts of Mr. Mehul Kunjbihari Trivedi, the Nalagarh Unit became operational and started contributing to the Company.

Pursuant to the proviso to clause (B) of Section II of Part II of Schedule V to the Companies Act, 2013, if the resolution approving the re-appointment of and remuneration payable to the Managing Director is passed by the members by way of a special resolution, the maximum ceiling on remuneration mentioned above would be doubled. Considering Mr. Mehul Kunjbihari Trivedi's contribution to the Company, it is proposed to pass the resolution as a special resolution for a maximum remuneration up to Rs. 84 Lacs to be paid to him. The Board of Directors has approved the said reappointment on the terms and conditions contained here in below:

**a. Salary:**

Salary of Rs. 3,00,000/- (Rupees Three lac only) per month with annual increments not exceeding Rs.50,000/- (Rupees Fifty Thousand only) per month as may be approved by the Board of Directors from time to time.

**b. Commission and / or Incentive Bonus:**

Amount as the Board of Directors of the Company may approve.

**c. Perquisites:**

In addition to salary and commission, perquisites are as under:

i) Housing:

Furnished residential accommodation or in lieu thereof, house rent allowance per month of 60% of monthly salary in case accommodation is located at Mumbai and 50% of monthly salary otherwise, with free fuel, gas, electricity, water and furnishings or reimbursement of charges thereof.

ii) Medical Reimbursement:

Actual expenses incurred in or outside India for self and family.

iii) Personal Travel:

Travel expenses of self and family in or outside India.

iv) Club Membership Fees:

Fees (including entrance/admission) subject to a maximum of any two clubs.

v) Personal Accident and Health Insurance:

Premium for accident insurance of self and health insurance for self and family.

vi) Provident Fund/Super-annuation Fund/Annuity:

Contribution towards the Company's Provident Fund and Superannuation Scheme, or annuity fund or scheme of any retirement or pension fund or scheme as existing from time to time.

vii) Gratuity:

Benefit under the Company's Gratuity Scheme.

viii) Car:

Free use of car with driver for Company's business as well as for personal use.

ix) Telephone:

Use of cell phone and provision of telephone and other communication facilities at residence.

x) 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)

The following 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 (ICCCL) is engaged in the manufacture of flexible and metallic card clothing and providing associated services. The Company's manufacturing plants are located at Pimpri (Maharashtra) and 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 accessories of the Company include web catcher, accura carding systems and XTRAC systems. The Company has three business segments, namely, card clothing, treasury and realty.

**2) Date or expected date of Commencement of Commercial production:**

The Company was incorporated on 24<sup>th</sup> 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 31<sup>st</sup> March 2015:**

Particulars	Rs. in Lac
Income from Operations	5,854.08
Other Income	1,433.02
Total Expenses	7,570.91
Net Profit / Loss as per Statement of Profit & Loss	(382.80)
Net worth	8,534.34

**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 2014-15. Further, the Company did not make any collaborations during the Financial Year 2014-15.

**II. Information about the appointee****1) Background Details:**

Brief resume giving the background details of Mr. Mehul Kunjbihari Trivedi is provided in Attachment – I to this AGM Notice.

**2) Past Remuneration:**

The total remuneration (including PF, Gratuity, Superannuation etc.) drawn by Mr. Mehul Kunjbihari Trivedi for the period 1<sup>st</sup> April, 2013 to 31<sup>st</sup> March, 2014 was Rs. 47.49 Lac and for the period 1<sup>st</sup> April, 2014 to 31<sup>st</sup> March, 2015 it was Rs. 46.80 Lac.

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

Mr. Mehul Kunjbihari Trivedi, Managing Director of the Company, 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 qualifications, experience and expertise, he is best suited for the responsibilities of current assigned role.

**4) Remuneration proposed:**

Basic salary of Rs. 3,00,000/- (Rupees Three Lac Only) per month with annual increments not exceeding Rs. 50,000/- (Rupees Fifty Thousand only) per month as may be approved by the Board of Directors from time to time.

**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. Mehul Kunjbihari Trivedi, 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.

# THE INDIAN CARD CLOTHING COMPANY LIMITED

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

Mr. Mehul Kunjbihari Trivedi is the son of Mr. K. K. Trivedi, the Chairman Emeritus of the Company and brother of Mr. Prashant K. Trivedi, Chairman of the Company.

Besides the sitting fees paid to Mr. K. K. Trivedi, Chairman Emeritus and Mr. Prashant K. Trivedi, Chairman and any commission which may become payable to them and the remuneration proposed to be paid to Mr. Mehul Kunjbihari Trivedi, Mr. Mehul Kunjbihari Trivedi or any of his relatives do not have any other pecuniary relationship with the Company or relationship with the managerial personnel. No commission is proposed to be paid to non-executive directors for the financial year ended 31<sup>st</sup> March, 2015.

### III. Other Information

- i) Reasons for loss or inadequate profits:

During the year under review, the Company earned a total income of Rs. 7,105.06 Lac for the year ended 31st March, 2015 as against Rs. 7,467.33 Lac for the previous year ended 31st March, 2014. The net loss incurred by the Company during the financial year 2014-15 is Rs. 382.80 Lac as against Net Profit of Rs.236.25 Lac during the previous financial year. The loss incurred during the financial year was mainly on account of reduced sales, increase in raw material cost, increase in manpower cost and increase in depreciation due to change in the method of its calculation pursuant to schedule II of the Companies Act, 2013.

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

Since the above issues have resulted in marginally 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. 06 as a special resolution for approval of the members.

Mr. Mehul Kunjbihari Trivedi is the son of Mr. K. K. Trivedi, the Chairman Emeritus of the Company and brother of Mr. Prashant K. Trivedi, Chairman of the Company. Apart from Mr. K. K. Trivedi, the Chairman Emeritus, Mr. Prashant K. Trivedi, Chairman and Mr. Mehul Kunjbihari Trivedi himself, none of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise, in this resolution.

#### Item No. 07

Pursuant to the provisions of section 149 of the Companies Act, 2013 every listed company shall have atleast one woman director on its Board of Directors.

Based on the recommendation of the Nomination & Remuneration Committee, Mrs. Sangeeta S. Pandit was appointed as an Additional Director by the Board of Directors of the Company in its meeting held on 12th November, 2014 to hold the office upto the conclusion of the ensuing Annual General Meeting of the Company.

The Company has received a notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Sangeeta Pandit for her appointment as Independent Director of the Company.

Further, Section 149 (10) of the Companies Act, 2013, *inter alia*, provides that subject to the provisions of Section 152, an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company.

It is now proposed to appoint Mrs. Sangeeta S. Pandit as Independent Director of the Company to hold office upto 11th November, 2019 as mentioned in the resolution. Complete details of Mrs. Sangeeta Pandit are provided in Attachment – I to this AGM Notice. The Company would be benefitted by the rich experience of Mrs. Sangeeta Pandit as an Independent Director.

The Company has received a declaration from Mrs. Sangeeta Pandit that she is eligible to get appointed as an "Independent Director" pursuant to section 149(6) of the Companies Act, 2013.

Your Directors recommend Resolution at Item No.07 as an ordinary resolution for approval of the members.

Except Mrs. Sangeeta Pandit, being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the above resolution.

All the material documents referred to in Item No. 04 to 07 in the accompanying Notice shall be open for inspection by the Members at the Registered Office of the Company during office hours on all working days from 10:00 a.m. to 12:00 noon up to the date of the Annual General Meeting.

## ATTACHMENT – I TO THE AGM NOTICE

### ADDITIONAL INFORMATION PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT IN RESPECT OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT

Name of the Director	Mr. Mehl Kunjbihari Trivedi	Mrs. Sangeeta Sanjeev Pandit
Director Identification Number (DIN)	00030481	06748608
Date of Birth/Age	July 6, 1962 – 52 Years	October 29, 1958 – 56 Years
Date of Appointment	October 1, 1992	November 12, 2014
Qualifications	Graduated LLB (Hons.) from The London School of Economics.	Chartered Accountant
Brief Resume	Mr. Mehl 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 United Kingdom specializing in corporate law (mergers, acquisitions and joint ventures). Mr. Mehl Kunjbihari Trivedi was inducted in the Company as General Manager with effect from 1 <sup>st</sup> September, 1989 to oversee operations, especially marketing (in India and abroad), production/manufacturing and areas allied thereto. Mr. Mehl Kunjbihari Trivedi has been acting as the Managing Director of the Company since September, 2001.	Mrs. Sangeeta Pandit is a qualified Chartered Accountant and has varied experience in the field of teaching at various Management Institutes. She has also authored various books and publications.
Expertise in specific functional area	Corporate Law (Mergers, Acquisitions and Joint Ventures), General Management	Finance/Accounts/Taxation/ Risk Management
Directorships in other Companies as on the date of appointment	1) ICC International Agencies Limited 2) Garnett Wire Ltd., UK 3) Multi-Act Industrial Enterprises Ltd. 4) Modern Textile Machinery Ltd., Israel 5) Acre Street (India) Private Limited 6) Multi-Act Trade and Investments Pvt. Ltd. 7) Shivraj Sugar and Allied Products Pvt. Ltd.	1) Zee Learn Ltd. 2) Digital Ventures Pvt. Ltd.
Chairperson/Member of the Committees of Director of the Company	Member of the following Committees of the Company : 1) Stakeholders' Relationship Committee 2) Risk Management Committee 3) CSR Committee	Chairperson of Risk Management Committee of the Company.
Chairman/Member of the Committees of other Companies as on the date of appointment	NIL	Member of the Audit Committee of Zee Learn Ltd.
Shareholding in the Company as on the date of appointment as required under Clause 49 (IV) (E) (v)	NIL	NIL

\*Alternate directorship and Section 8 Companies and their Committee memberships are excluded from this declaration.

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## ATTACHMENT – II TO THE AGM NOTICE INSTRUCTIONS FOR E-VOTING

01. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the Annual General Meeting (“remote e-voting”) will be provided by National Securities Depository Limited (NSDL).
02. The Company has appointed Mr. S. Anantha Rama Subramanian, Practising Company Secretary, (FCS: 4443; CP No.:1925) as Scrutinizer for conducting e-voting process in fair and transparent manner. The e-voting rights of the shareholders/beneficial owners shall be reckoned on the equity shares held by them at the end of business hours on 30th July, 2015.
03. The remote e-voting period commences on 3<sup>rd</sup> August, 2015 (9:00 am) and ends on 5<sup>th</sup> August, 2015 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 30<sup>th</sup> July, 2015, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
04. Members who do not have the access to e-voting facility may send their assent or dissent in writing on the Ballot Form attached with this Notice in the enclosed self-addressed postage pre-paid envelope so as to reach the Scrutinizer at Mr. S. Anantha Rama Subramanian, Practising Company Secretary, Scrutinizer, The Indian Card Clothing Company Limited, Mumbai-Pune Road, Pimpri, Pune – 411 018, Maharashtra, India not later than Wednesday, August 5, 2015 (5:00 p.m. IST). Ballot Form received after this date will be treated as invalid.
05. The Members who have cast their vote by remote e-voting or by ballot form prior to the meeting may also attend the meeting but shall not be entitled to cast their vote again.
06. Members can opt for only one mode of voting, i.e., either by Ballot Form or e-voting. In case Members cast their votes through both the modes, voting done by e-voting shall prevail and votes cast through Ballot Form shall be treated as invalid.
07. The instructions for e-voting are as under:
  - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
    - i) Open email and open PDF file viz; “ICC e-voting.pdf” with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
    - ii) Launch internet browser by typing the following URL: <https://www.evoting.nsd.com/>
    - iii) Click on Shareholder – Login
    - iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
    - v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
    - vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
    - vii) Select “EVEN” of “The Indian Card Clothing Company Limited” which is 101926.
    - viii) Now you are ready for remote e-voting as Cast Vote page opens.
    - ix) Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
    - x) Upon confirmation, the message “Vote cast successfully” will be displayed.
    - xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
    - xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [gains108@yahoo.com](mailto:gains108@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

- B. In case a Member receives physical copy of the Notice of the Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:
- i) Initial password is provided in the enclosed ballot form: EVEN (E-voting Event Number) + USER ID and PASSWORD.
  - ii) Please follow all steps from Sr. No. (ii) to Sr. No. (xii) above, to cast vote.

C. Other Information:

- i) Login to 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 'Forgot Password' option available on the site to reset the same.
  - ii) Your login id and password can be used by you exclusively for e-voting on the resolutions placed by the companies in which you are the shareholder.
  - iii) Please note that if you have opened 3-in-1 account with ICICI Group i.e. bank account and demat account with ICICI Bank Limited and trading account with ICICI Securities Limited, you can access e-Voting website of NSDL through their website viz.; [www.icicidirect.com](http://www.icicidirect.com) for the purpose of casting your votes electronically by using your existing user ID and password used for accessing the website [www.icicidirect.com](http://www.icicidirect.com). Please note that in case you are not able to login through the ICICI direct website, you can also access the e-Voting system of NSDL by using your existing user ID and password for the evoting system of NSDL.
08. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990.
09. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
10. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
11. 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 of 30<sup>th</sup> July, 2015.
12. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 30<sup>th</sup> July, 2015 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [kumaresan@shareproservices.com](mailto:kumaresan@shareproservices.com).  
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" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) or contact NSDL at the following toll free no.: [1800-222-990](tel:1800-222-990).
13. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
14. The facility for voting through Poll paper shall also be made available at the meeting and Members attending the meeting who have not already cast their vote by remote e-voting or by ballot form shall be able to exercise their right at the meeting.
15. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company at [www.cardindia.com](http://www.cardindia.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited.

**Important Note:**

As The Indian Card Clothing Company Limited, being a listed company and having more than 1000 shareholders, is compulsorily required to provide e-voting facility to members in terms of Section 108 of the Act read with Rule 20 of Companies (Management and Administration) Rules, 2014 and Clause 35B of the Listing Agreement, voting by show of hands will not be available to the members at the 61<sup>st</sup> Annual General Meeting in view of the further provisions of Section 107 read with Section 114 of the Act.

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## BOARD'S REPORT

To  
The Members,

Your Directors take pleasure in presenting their 61<sup>st</sup> Annual Report on the business and operations of the Company together with Audited Financial Statements for the year ended 31<sup>st</sup> March, 2015.

### 01. FINANCIAL RESULTS:

(Rs. Lac)

Particulars	Financial Year		Change %
	2014-15	2013-14	
Sales and Servicing	5,854.08	6,052.59	(3.28)
Other Income	1,251.58	1,414.74	(11.53)
Total Income	7,105.66	7,467.33	(4.84)
Profit before Interest, depreciation and Tax	658.35	1,226.73	(46.33)
Finance Cost	(111.92)	(1,49.61)	25.19
Depreciation	(1,011.68)	(7,42.32)	(36.29)
Exceptional items	-	(25.66)	-
Profit / (Loss) before Tax	(465.25)	309.14	(250.50)
Provision for Tax	82.45	(72.89)	213.12
Profit / (Loss) after Tax	(382.80)	236.25	(262.03)
<b>Sales Analysis</b>			
Metallic card clothing	3,990.86	4,300.28	(7.20)
Woollen card clothing	922.41	837.17	10.18
Exports	1,433.00	1412.25	1.47

### 02. PERFORMANCE REVIEW

During the year under review, the Company earned a total revenue of Rs. 7,105.66 Lac against Rs. 7,467.33 Lac of the Previous Year. The net loss after tax incurred by the Company for the financial year 2014-15 has been Rs.382.80 Lac against the profit after tax of Rs. 236.25 Lac achieved by the Company in the financial year 2013-14.

#### Operations Highlights:

##### A) Manufacturing:

During the year under review, manufacturing of substantially the entire range of Metallic Card Clothing was made operational out of Nalagarh Plant.

Development of finishing operation of Tops was completed and production was stabilised.

Sale of Metallic Card Clothing from Nalagarh plant increased from Rs. 2,142.66 Lac to Rs. 2,609.26 Lac during the financial year 2014-15.

##### B) Realty:

During the year, entire commercial building at Powai, Mumbai and the IT park at Pimpri, Pune were fully occupied.

### 03. SHARE CAPITAL:

The paid up share capital of the company as on 31<sup>st</sup> March, 2015 was Rs. 455.11 Lac. 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 31<sup>st</sup> March, 2015 none of the directors of the company hold instruments convertible into equity shares of the company.

### 04. STATE OF COMPANY'S AFFAIRS :

Though the Company has incurred losses for the financial year ended 31<sup>st</sup> March, 2015, the Board of Directors are optimistic about better performance in the coming years in view of the expected improvement in the operational efficiency at Nalagarh Plant and Pimpri Plant and initiatives to reduce costs at both the plants.

The detailed information about the Company's Affairs is provided under the Management Discussion and Analysis Report in accordance with the requirements under Clause 49 of the Listing Agreement.



## 05. DIRECTORS AND KEY MANAGERIAL PERSONNEL:

### a) Meetings of the Board of Directors held during the year 2014-15:

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 the Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

### b) Declaration by Independent Directors:

The Company has received necessary declaration from all the Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of Independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013.

Independent Directors are not liable to retire by rotation as per Section 149(10) of the Companies Act, 2013. None of the Independent Directors will retire at the ensuing Annual General Meeting.

### c) Changes in the Board of Directors during the year 2014-15:

The following changes have taken place in the Board of Directors of the Company during the year 2014-15:

- i) The Board noted the sad demise of Mr. C. M. Maniar, Director of the Company on 29th June, 2014 and placed on record its appreciation for the valuable services rendered by Mr. Maniar as a Director of the Company.
- ii) At the Annual General Meeting held on 31st July, 2014, Mr. H. C. Asher, Mr. J. M. Kothary and Mr. Sudhir Merchant were appointed as Independent Directors of the Company to hold the office for five (5) consecutive years commencing from 31<sup>st</sup> July, 2014.
- iii) No Director of the Company resigned during the year.
- iv) The Board in its meeting held on 12th November, 2014 appointed Mrs. Sangeeta Pandit as an Additional Director of the Company, who holds office upto the date of the ensuing Annual General Meeting. The Nomination and Remuneration Committee has recommended her appointment as an Independent Director of the Company. Necessary 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.
- v) On the recommendation of the Nomination & Remuneration Committee, Mr. Mehul Trivedi was re-appointed as the Managing Director with effect from 1<sup>st</sup> October, 2014 for a period of three years. Necessary resolution seeking the approval of the members for his re-appointment has been proposed in the Notice convening the ensuing Annual General Meeting. Further, as per the provisions of Section 152 (6) of the Companies Act, 2013, Mr. Mehul Trivedi retires by rotation at the ensuing Annual General meeting and being eligible offers himself for re-appointment. Your Directors recommend his said re-appointment.

Brief profile of the Directors seeking appointment/re-appointment has been included in the notice convening the ensuing Annual general Meeting.

### d) Details of Key Managerial Personnel other than Managing Director :

- i) Mr. Ashok D. Dahotre, retired as the Vice-President (Finance) & Company Secretary of the Company with effect from 30<sup>th</sup> September, 2014.
- ii) Mr. Amogh A. Barve has been appointed as the Manager (Legal) & Company Secretary of the Company with effect from 1<sup>st</sup> January, 2015.
- iii) Mr. Krishna N. Suvarna, Vice President (Finance & Accounts) has been appointed as the Chief Financial Officer of the Company with effect from 1<sup>st</sup> October, 2014.

## 06. DIVIDEND

The Company has incurred loss during the financial year 2014-15. However, in view of Company's policy to maintain stable dividend, your Directors have recommended, subject to approval of the Members of the Company, a dividend @ 25% i.e., Rs. 2.50 per Equity Share of Face Value of Rs. 10/- each for the year ended 31<sup>st</sup> March, 2015 to be paid out of the profits of the earlier financial year.

No amount was transferred to Reserves for the year under review.

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## 07. SUBSIDIARY COMPANIES AND THEIR PERFORMANCE / FINANCIAL POSITION:

In accordance with Section 129 (3) of the Companies Act, 2013 and Accounting Standard (AS) 21, 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 20% of the consolidated net worth of the holding company in the immediately preceding accounting year or has generated 20% of the consolidated income of the Company during the previous financial year. Accordingly, a policy on material subsidiaries has not been formulated.

The Statement in form AOC-1 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 Ltd.:

ICC International Agencies Ltd (ICCIAL) recorded an increase in income of Rs.144 Lac, i.e., an increase of 35% from Rs.411 Lac in the previous year to Rs.555 Lac in the financial year 2014-15. Indenting commission increased during the year due to improved business conditions of domestic garments, home furnishing and industrial fabric manufacturers. As a result, the subsidiary company recorded profit after tax of Rs.103.13 Lac in the current year against previous year's profit after tax of Rs.38.18 Lac resulting into increase in profit of Rs.64.95 Lac, i.e, approx. 170%. ICCIAL declared dividend of 50% for the financial year ended 31<sup>st</sup> March, 2015.

b) Garnett Wire Ltd., UK:

Garnett Wire Ltd, a U.K. Company, in which your Company holds 60% of the issued share capital, recorded increase in turnover of 14% from £1,114,480 (equivalent to Rs.1,016.79 Lac) to £1,269,333 (equivalent to Rs.1,224.84 Lac) resulting in profit after tax of £31,957/- (equivalent to Rs.30.84 Lac) against a loss of £25,795/- (equivalent to Rs.23.53 Lac) in the previous year primarily due to better trading condition in the United Kingdom.

c) Shivraj Sugar and Allied Products Pvt. Ltd.:

Shivraj Sugar and Allied Products Pvt. Ltd. is yet to commence the operations.

## 08. AUDIT COMMITTEE

Pursuant to the provisions of Sections 177 (8) of the Companies Act, 2013, read with Rule 6 and 7 of the Companies (Meetings of the Board and its Powers) Rules, 2014, the Audit Committee consists of the following Members under:

Sr. No.	Name	Designation
1)	Mr. J. M. Kothary	Chairman (Independent Director)
2)	Mr. H. C. Asher	Member (Independent Director)
3)	Mr. Sudhir Merchant	Member (Independent Director)

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

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

## 09. VIGIL MECHANISM:

The Company has adopted vigil mechanism details of which have been provided in the Corporate Governance Report and policy on vigil has been posted on the website of the Company.

## 10. STATUTORY AUDITORS

M/s. B. K. Khare & Co., Chartered Accountants (Firm Reg. No. 105102W) were appointed as the Statutory Auditors for the F. Y. 2014-15

Section 139 of the Companies Act, 2013 ("the Act") and the Rules made thereunder provide that a company can appoint a firm as auditor for maximum two (2) terms of five (5) consecutive years. Further, the Act and the Rules provide a time frame of three (3) years from the date of commencement of the Act, i.e., 3 years from April 1, 2014 to comply with the requirements of Section 139. Thus, an Audit Firm which has completed its period of 10 years on 1st April, 2014 as Statutory Auditor of the Company can be appointed as Statutory Auditor for a further period of 3 financial years.

As on 1st April, 2014 M/s. B. K. Khare & Co., Chartered Accountants (Firm Reg. No. 105102W) already completed term of ten (10) years as Statutory Auditors of the Company and can continue to be the Statutory Auditors of the Company for another period of 3 years from the date of Commencement of the Act. Out of these 3 years, M/s. B. K. Khare & Co., was already appointed as Statutory Auditor of the Company for the financial year 2014-15. The Company can now re-appoint M/s. B. K. Khare & Co. for two (2) more years in this Annual General Meeting thereby completing their aggregate period of 13 consecutive years. Hence, the members are requested to approve the re-appointment of M/s. B. K. Khare & Co., for the financial year 2015-16 and 2016-17. The continuation of the re-appointment for financial year 2016-17 is subject to ratification by the members at the Annual General Meeting in respect of the financial year ending 31<sup>st</sup> March, 2016.

In this regard, the Company has received a letter from M/s. B. K. Khare & Co. intimating their consent and eligibility to the effect that their reappointment, if made, will be in accordance with section 141 of the Companies Act, 2013. Your Directors, upon the recommendation of the Audit Committee, propose their appointment as Statutory Auditors of the Company for the next two financial years, i.e., for the financial year 2015-16 and for the financial year 2016-17 as stated above.

## 11. AUDITORS' REPORT:

There are no adverse remark or disclaimer, qualification or reservation in the Auditors' Report.

## 12. SECRETARIAL AUDIT REPORT

M/s. S. Anantha & Co., Company Secretaries, Mumbai were appointed to conduct the Secretarial Audit of the Company for the financial year 2014-15, as required under Section 204 of the Companies Act, 2013 and rules made thereunder.

The Secretarial Audit report for financial year 2014-15 is enclosed as **Annexure A** to the Board's Report. Necessary explanation to each of the observations made in the Secretarial Audit Report is as given below:

a) *Delay in filing of Form 5 INV (Pursuant to Rule 3 of the Investor Education and Protection Fund with respect to Uploading of information regarding unpaid and unclaimed amounts lying with Company):*

The delay in filing of Form 5 INV was due to transition period between the appointment of a new Company Secretary in place of the retired Company Secretary. The form 5 INV was filed before end of the financial year 2014-15. The Company has put in place necessary systems and processes to ensure that no such delay takes place in future.

b) *Non-filing of E-Form-MGT10 i.e., Return to be filed with Ministry of Corporate Affairs, whenever there is an increase or decrease of two percent or more in the shareholding of the Promoters and top ten shareholders within 15 days of such change by the Company:*

The Company is required to file e-form MGT-10 in case of any change of increase / decrease of shareholding of the Promoters **AND** the top ten shareholders. During the year there was no change in the shareholding of the promoters and the change, if any, in the shareholding of the top ten shareholders is less than 2% of the paid-up share capital of the Company. Further, the top ten shareholders as on 1<sup>st</sup> April, 2014 and as on 31<sup>st</sup> March, 2015 remained unchanged.

c) *Though the Company has filed the Annual Return on Foreign Liabilities and Assets with Reserve bank of India, the return of Annual Performance Report with respect to the foreign subsidiary is not filed.*

The return of Annual Performance Report with respect to the foreign subsidiary was not filed due to oversight. Proper systems and processes have been introduced to ensure that the Annual Performance Report is filed within the stipulated time in the subsequent years.

## 13. DIRECTORS' RESPONSIBILITY STATEMENT:

In terms of Section 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 31st March, 2015, 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;
- 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;

# THE INDIAN CARD CLOTHING COMPANY LIMITED

- 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 Clause 49 of the Listing Agreement entered into with the stock exchanges, a separate section on Corporate Governance practices followed by the Company, together with a certificate from the Company's Auditors 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 Company has adopted a policy titled as "Nomination & Remuneration Policy" which *inter alia* includes 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.

The Nomination & Remuneration Policy as approved by the Board is attached herewith as **Annexure B**.

#### 16. PERFORMANCE EVALUATION:

Clause 49 of the Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework. 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 carried out based on the criteria / manner recommended by the Nomination & Remuneration Committee 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 reviewed the performance of the Secretarial Department. 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:

None of the employees has 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 two percent of the Equity Shares of the Company. Hence, the requirement of disclosure under Section 197 (12) of the Companies Act, 2013 is not applicable.

#### 18. PARTICULARS 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:*

Name of the Director	Ratio
Mehul K. Trivedi (Managing Director)	11.48 : 1

Being Managing Director, no sitting fees were paid to him.

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

Name	% Increase
Mr. Mehul Trivedi (Chairman)	6.56%
Mr. K.N. Suvarna (Chief Financial Officer)	Not applicable. Joined the Company on 14th July, 2014 and appointed as CFO with effect from 1 <sup>st</sup> October, 2014
Mr. Amogh Barve (Company Secretary)	Not applicable. Joined the Company on 1st January, 2015

- c) *The percentage increase in the median remuneration of employees in the financial year: 2.57%*  
 d) *The number of permanent employees on the rolls of company as on 31<sup>st</sup> March, 2015 : 320*  
 e) *The explanation on the relationship between average increase in remuneration and company performance:*

During the year under review, the average remuneration increased by 6.25%. As regards Company's performance, the Company has incurred a loss of Rs.382.80 Lac during the year.

- f) *Variations in the market capitalisation of the company, price earning ratio as at the closing date of the current financial year and previous financial year and percentage increase or decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer:*

Particulars	Issued Capital (Shares)	Closing Market Price per Share (In Rs.)	Earning Per Share (EPS)	Price Earning (PE) Ratio	Market Capitalisation (In Rs.)
As on 31.03.2014	4,55,11,20	88.85	5.19	17.11	404,367,012
As on 31.03.2015	4,55,11,20	103.70	(8.41)	-	471,951,144
Increase /Decrease	Nil	14.85	(3.22)	-	67,584,132
% Increase /Decrease	Nil	16.71%	-	-	16.71%
Issue Price of the Share at the last public offer (IPO)	-	-	80.00	-	-
Increase in market price as on 31.03.2015 as compared to Issue Price of IPO	-	-	8.35	-	-
Increase in %	-	-	-	-	-

- g) *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;*

The average annual increase in the salaries of employees other than the managerial personnel was 6.38%. Managerial remuneration increased by 6.56% during the year. There was no exceptional increase in the managerial remuneration.

- h) *Comparison of the remuneration of the Key Managerial Personnel against the performance of the company:*

(Rs. Lac)

Name	Designation	Annual CTC	% Increase in CTC	Profit / (Loss)	% Change in Profit / (Loss)
Mehul K. Trivedi	Managing Director	46.80	6.56%	(382.80)	(262)%
K.N. Suvarna (Joined during the year)	Chief Financial Officer	27.95	Not applicable	(382.80)	(262)%
Amogh Barve (Joined during the year)	Company Secretary	11.50	Not applicable	(382.80)	(262)%

# THE INDIAN CARD CLOTHING COMPANY LIMITED

i) *The key parameters for any variable component of remuneration availed by the directors;*

The Company presently does not have performance linked incentives for its Directors. No severance fee is payable. The Managing Director is paid Bonus as may be approved by the Board of Directors within the overall limits approved by the members of the Company.

j) *The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year; –*

There is no employee who draws remuneration higher than the highest paid director.

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

## 19. RELATED PARTY TRANSACTIONS:

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

The policy on Related Party Transactions as approved by the Board is uploaded on the Company's website at [http://www.cardindia.com/content/fr\\_abus.htm](http://www.cardindia.com/content/fr_abus.htm)

## 20. DEPOSITS:

During the year 2014-15, 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

During the year under review, no loans or guarantees were given or investments were made pursuant to the 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 herewith as **Annexure C**.

## 24. 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. 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.

The Board of Directors is of the opinion that for the year ended 31st March, 2015 the Company has sound internal financial controls commensurate with the nature and size of the business operations of the Company.

## 25. RISK MANAGEMENT:

The Board of Directors has constituted Risk Management Committee consisting of directors and non-director members. The Board based on the recommendations of the Risk Management Committee has also adopted a Risk Management Policy. The Committee assesses both the critical and non-critical risks on an ongoing basis and is in the process of compiling these risks and its various elements. No elements of risks have been identified which threatens the existence of the Company.

The Board of Directors of your Company continues to attach a high degree of importance to this area and ensures that necessary Risk Mitigation Process is in place for each identified risk area at all times.

## 26. EXTRACT OF ANNUAL RETURN:

The extract of the Annual Return pursuant to the sub-section (3) of Section 92 of the Companies Act, 2013 prepared in form MGT 9 is annexed herewith as **Annexure D**.

## 27. 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 spend as specified under section 135 (5) of the Companies Act, 2013 for the financial year 2014-15 and has not spent any amount on CSR activities.

## 28. 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 (ICC) has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

During the year 2014-15, no complaints were received regarding sexual harassment.

## 29. DISCLOSURE UNDER SECTION 134 (3) (I) OF THE COMPANIES ACT, 2013

Except as 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.

## 30. APPRECIATION:

Your Directors place on record their sincere thanks and appreciation for the confidence reposed and continued support extended by Central and State Governments, Bankers, Customers, Suppliers and Shareholders. Your Board would like to place on record its sincere appreciation to the employees for the dedicated efforts and contribution in playing a very significant part in the Company's operations.

**For and on behalf of the Board of Directors**

Place : Mumbai  
Date : May 22, 2015

**Prashant K. Trivedi**  
**Chairman**  
**(DIN : 00167782)**

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## ANNEXURE A TO THE BOARD'S REPORT

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 Personnel) Rules, 2014]*

**For the Financial Year ended 31<sup>st</sup> March, 2015**

To

**The Members**

**The Indian Card Clothing Company Limited**

Bombay-Poona Road, Penicilin Factory

Pimpri, Pune – 411 018

I 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 me a reasonable basis for evaluating the Corporate Conducts/Statutory Compliances and expressing my opinion thereon.

Based on my 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, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on March 31, 2015, 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:

I further report that compliance with applicable laws is the responsibility of the Company and our report constitutes an independent opinion. Our report is neither an assurance for future viability of the Company nor a confirmation of efficient management by the company.

I 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, 2015 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*);
- (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, 1992;
  - (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 (**Not Applicable**);
  - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (**Not Applicable**);
  - (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**); and
  - (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 (**Not Applicable**).
- (vi) Other laws applicable specifically to the Company namely:
  - a) Water (Prevention and control of Pollution) Act, 1974 and the rules made thereunder;
  - b) Air (Prevention and control of Pollution) Act, 1981 and the rules made thereunder;
  - c) Hazardous Wastes (Management, Handling and Transboundary Movement) Rules, 2008; and
  - d) The Environment (Protection) Act, 1986 and the rules made thereunder.

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India (**Not Applicable**); and



- (ii) The Listing Agreements entered into by the Company with BSE Limited and the National Stock Exchange of India Limited. *The Company is complying with the requirement of Clause 49 of the Listing Agreement in spite of the Company's paid up share capital being less than Rs. 10 Crores.*

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

1. *Delay in filing of Form 5 INV (Pursuant to Rule 3 of the Investor Education and Protection Fund with respect to Uploading of information regarding unpaid and unclaimed amounts lying with Company);*
2. *Non-filing of E-Form-MGT10 i.e., Return to be filed with Ministry of Corporate Affairs, whenever there is an increase or decrease of two percent or more in the shareholding of the Promoters and top ten shareholders within 15 days of such change by the Company ;and*
3. *Though the Company has filed the Annual Return on Foreign Liabilities and Assets with Reserve bank of India, the return of Annual Performance Report with respect to the foreign subsidiary is not filed.*

With respect to few instances of delay in filing of E-forms with the Ministry of Corporate Affairs, the Company paid the additional fee and complied with the requirements.

### **I 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 / CEO / KMP taken on record by the Board of Directors of the Company, in my opinion, adequate systems and processes and control mechanism exist in the Company to monitor and ensure compliance with applicable general laws like The Factories Act, 1948, labour laws, competition law, environmental laws and all other applicable laws, rules, regulations and guidelines. The Company has responded to notices for demands, claims, penalties etc. levied, if any, by various statutory / regulatory authorities and initiated actions for corrective measures, wherever necessary.

### **I further report that**

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.

Adequate notice along with agenda were given seven days in advance to all directors to schedule the Board Meetings, and detailed notes on agenda were generally sent in advance, 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.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** during the audit period 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 & Co.,**  
**Company Secretaries**

**S. Anantha Rama Subramanian**  
**Proprietor**  
**FCS: 4443**  
**CP No.: 1925**

**Place: Mumbai**  
**Date : May 22, 2015**

***This report is to be read with our letter of even date which is annexed as Annexure 1 and forms an integral part of this report.***

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## ANNEXURE 1 TO THE SECRETARIAL AUDIT REPORT

To  
**The Members**  
**The Indian Card Clothing Company Limited**  
Bombay- Poona Road, Penicilin Factory  
Pimpri, Pune – 411 018

**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 & Co.,  
Company Secretaries**

**S. Anantha Rama Subramanian  
Proprietor  
C. P. No.: 1925**

**Date: May 22, 2015**

**Place: Mumbai**

**ANNEXURE – B TO THE BOARD’S REPORT**  
**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 Clause 49 of the Listing Agreement, 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 Listing Agreement 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 INDIAN CARD CLOTHING COMPANY LIMITED

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, Listing Agreement 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.

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

Strong willingness 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 multi disciplinary 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 Whole-time Director 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:

The Company shall appoint or re-appoint any person as its Executive Chairman, Managing Director or Executive Director 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. However, if a person who has already served as an Independent Director for 5 years or more in the Company as on October 1, 2014 or such other date as may be determined by the Committee as per regulatory requirement; he/ she shall be eligible for appointment for one more term of 5 years only.

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 clause 49 of the Listing Agreement, the Committee shall carry out Performance Evaluation of Directors. The criteria for evaluation of performance of every director shall be as follows:

Number of Meetings of the Board and Committees attended by the Director.

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

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

Relationship of the Director with the Management and other Stakeholders.

In case of evaluation of a director who is a Managing Director/Executive Director, consideration should also be given to the factors like achievement of budget targets, efficacy in leading the Management Team, Cost reduction initiatives implemented and effectively ensuring Governance and Compliance requirements.

In case of a director who is a Chairperson, consideration should be given to the factors like demonstration of effective leadership on the Board, role played as a direct link between the Board and the Management and effectiveness in conducting the meetings ensuring constructive discussions before deciding on any proposals.

### **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.

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## **b) Remuneration to Managing Director/ Whole-time Directors / Executive Directors:**

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

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

### ii) Fixed Pay:

The Managing Director/Whole-time Director 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 Directors/Executive Directors, 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, 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 CEO or 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 Directors / Executive Directors.

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 remuneration shall be determined by the Human Resources (HR) Department of the Company in consultation with the Managing Director and/ or the Whole-time Director.

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.

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## ANNEXURE – C TO THE BOARD’S REPORT 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 31<sup>st</sup> March, 2015 is as follows:

### A) CONSERVATION OF ENERGY:

#### i) Steps taken or impact on conservation of energy:

The Company has adopted various innovative measures to reduce waste and to achieve optimum utilization of energy, resulting in reduction of power cost. The major steps taken during the year 2014-15 towards conservation of energy together with its impact is as given below:

Power factor maintained to unity resulting in 7% rebate in monthly bill of MSEDCL. The total annual rebate received from MSEDCL every year is approx. Rs. 15.33 Lac.

Timely payment to MSEDCL has earned a yearly discount of approx. Rs. 2.24 Lac.

Savings in Power Cost was achieved by efficient use of lights and air conditioning system.

The steps taken towards the conservation of energy during the financial year 2014-15 has resulted into overall savings of Rs. 21.7 Lac 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. Following measures were taken to utilize alternate sources of energy:

The installed Solar water heaters are functional at appropriate places in the factory premise at Pune.

The installed Solar street light poll is functional in the factory premise at Pune.

#### iii) Capital Investment on energy conservation equipments:

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 2014-15 on Technology Absorption are as follows:

Development of new design of Tops for processing of very coarse cotton on very high production cards.

Development of new design tops for processing of coarse Synthetic mixing of high production cards.

Improvement in Manufacturing Process and machine up-gradation for manufacturing of Tops suitable for new generation wider (60”) very high production cards.

Adhering to the requirements of ISO 9001:2008 as certified by Bureau Veritas Quality International (BVQI) for Metallic and Flexible Card Clothing and Accura Fixed Flats for Pimpri and Nalagarh plants. The certificate was renewed in November, 2014 for a further period of three years.

#### ii) The benefits derived like product improvement, cost reduction, product development or import substitution together with future action plan:

The Company is benefitted by improvement in consistency of performance as well as output quality and longevity of revolving flat tops. As a result of steps taken towards the Technology Absorption, improvement in the performance of the metallic wires has been observed.

In the coming future, your Company plans to carry out improvements in terms of better Quality and Longevity in manufacturing processes to produce products suitable for Very High Production Cards.

#### 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 in Research and Development (R&D) : Nil

### C) FOREIGN EXCHANGE USED AND EARNED:

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

(Rs. Lac)

Used	667.56
Earned	1,433.81



**ANNEXURE – D TO THE BOARD’S REPORT  
FORM NO. MGT-9 – EXTRACT OF ANNUAL RETURN  
AS ON THE FINANCIAL YEAR ENDED ON 31<sup>st</sup> MARCH, 2015**

*[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  | : 24 <sup>th</sup> June, 1955  |
| iii) Name of the Company   | : The Indian Card Clothing Co. Ltd   |
| iv) Category / Sub-Category of the Company                                     | : Company Limited by Shares / Indian Non-Government Company  |
| v) Address of the Registered office and contact details                        | : Bombay-Poona Road, Penicilin Factory Pimpri, Pune – 411 018.<br>Tel.: 020 39858200; Fax: 020 39858311  |
| vi) Whether listed company Yes / No  | : Yes  |
| vii) Name, Address and Contact details of Registrar and Transfer Agent, if any | : Sharepro Services (India) Pvt. Ltd.,<br>13 AB, Smhita Warehousing Complex,<br>2 <sup>nd</sup> Floor, Sakinaka Telephone Exchange Lane, Off. Andheri – Kurla Road, Sakinaka, Andheri (East), Mumbai – 400 072.<br>Tel.: (022) 67720300, 67720348, 67720400<br>Fax: (022) 28591568<br>E-mail: <a href="mailto:sharepro@shareproservices.com">sharepro@shareproservices.com</a> |

**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)	% to total turnover of the company
1)	Card Clothing	28261	85%

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

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

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## IV. SHAREHOLDING PATTERN (Equity Share Capital Break-up as percentage of Total Equity)

### i) Category-wise Shareholding

Category Code	Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the at the end of the year				% Change during the year
		Demat	Physical	Total	% of Total Shareholding	Demat	Physical	Total	% of Total Shareholding	
<b>(A)</b>	<b>Shareholding of Promoter and Promoter Group<sup>2</sup></b>									
<b>(1)</b>	<b>Indian</b>									
(a)	Individuals/H.U.F									
(b)	Central/State Government(s)									
(c)	Bodies Corporate	100	-	100	0.00%	100	-	100	0.00%	0.00%
(d)	Financial Institutions/Banks									
(e)	Any Other (specify)									
	<b>Sub-Total (A)(1)</b>	<b>100</b>	<b>-</b>	<b>100</b>	<b>0.00%</b>	<b>100</b>	<b>-</b>	<b>100</b>	<b>0.00%</b>	<b>0.00%</b>
<b>(2)</b>	<b>Foreign</b>									
(a)	Non Resident Individuals/ Foreign Nationals									
(b)	Bodies Corporate	2,610,066	-	2,610,066	57.35%	2,610,066	-	2,610,066	57.35%	0.00%
(c)	Institutions									
(d)	Qualified Foreign Investor									
(e)	Any Other (specify)									
	<b>Sub-Total (A)(2)</b>	<b>2,610,066</b>	<b>-</b>	<b>2,610,066</b>	<b>57.35%</b>	<b>2,610,066</b>	<b>-</b>	<b>2,610,066</b>	<b>57.35%</b>	<b>0.00%</b>
	<b>Total holding of Promoter and Promoter Group (A)=(A)(1)+(A)(2)</b>	<b>2,610,166</b>		<b>2,610,166</b>	<b>57.35%</b>	<b>2,610,166</b>	<b>-</b>	<b>2,610,166</b>	<b>57.35%</b>	<b>0.00%</b>
<b>(B)</b>	<b>Public Shareholding<sup>3</sup></b>									
<b>(1)</b>	<b>Institutions</b>									
(a)	Mutual Fund/UTI	-	1,800	1,800	0.04%	-	1,800	1,800	0.04%	0.00%
(b)	Financial Institutions/Banks	207	250	457	0.01%	207	250	457	0.01%	0.00%
(c)	Central/State Government(s)	-								
(d)	Venture Capital Funds									
(e)	Insurance Companies	15,000	50	15,050	0.33%	15,000	50	15,050	0.33%	0.00%
(f)	Foreign Institutional Investors	-								
(g)	Foreign Venture Cap. Inv									
(h)	Qualified Foreign Investor									
(i)	Any Other (specify)									
	<b>Sub-Total (B)(1)</b>	<b>15,207</b>	<b>2,100</b>	<b>17,307</b>	<b>0.38%</b>	<b>15,207</b>	<b>2,100</b>	<b>17,307</b>	<b>0.38%</b>	<b>0.00%</b>
<b>(2)</b>	<b>Non Institutions</b>									
(a)	Bodies Corporate	304,685	-	304,685	6.69%	285,264	-	285,264	6.27%	0.43%
(b)	Individuals									
	i) Holding nominal share capital upto Rs. 1 lakh	1,274,232	180,531	1,454,763	31.96%	1,256,974	173,443	1,430,417	31.43%	0.53%
	ii) Holding nominal share capital in excess of Rs. 1 lakh.	142,541		142,541	3.13%	187,554	-	187,554	4.12%	-0.99%
(c)	Qualified Foreign Investor									
	Any Other(specify)									
	Overseas Corporate Bodies									
	Non Resident Individuals	21,583	75	21,658	0.48%	20,337	75	20,412	0.45%	0.03%
	Any Other(Non Domestic Cos.)	-								
	<b>Sub-Total (B)(2)</b>	<b>1,743,041</b>	<b>180,606</b>	<b>1,923,647</b>	<b>42.27%</b>	<b>1,750,129</b>	<b>173,518</b>	<b>1,923,647</b>	<b>42.27%</b>	<b>0.00%</b>
	<b>Total Public shareholding (B)=(B)(1)+(B)(2)</b>	<b>1,758,248</b>	<b>182,706</b>	<b>1,940,954</b>	<b>42.65%</b>	<b>1,765,336</b>	<b>175,618</b>	<b>1,940,954</b>	<b>42.65%</b>	<b>0.00%</b>
	<b>TOTAL (A)+(B)</b>	<b>4,368,414</b>	<b>182,706</b>	<b>4,551,120</b>	<b>100.00%</b>	<b>4,375,502</b>	<b>175,618</b>	<b>4,551,120</b>	<b>100%</b>	<b>0.00%</b>
<b>(C)</b>	<b>Shares held by Custodians and against which Depository Receipts have been issued</b>									
1	Promoter and Promoter Group	-								
2	Public	-								
	<b>GRAND TOTAL (A)+(B)+(C)</b>	<b>4,368,414</b>	<b>182,706</b>	<b>4,551,120</b>	<b>100.00%</b>	<b>4,375,502</b>	<b>175,618</b>	<b>4,551,120</b>	<b>100.00%</b>	<b>0.00%</b>

**ii) Shareholding of Promoters**

Sr. No.	Name of the Shareholder	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in the shareholding 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 LTD	2,610,066	57.35	-	2,610,066	57.35	0	0%
2	MULTI-ACT TRADE AND INVEST. P LTD	100	0.00		100	0.00		
	<b>Total</b>	<b>2,610,166</b>	<b>57.35</b>	<b>-</b>	<b>2,610,166</b>	<b>57.35</b>	<b>0</b>	<b>0%</b>

**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.	Name of the Shareholder	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
01	<b>Ajinkya Electromelt Pvt. Ltd.</b>				
	As on April 1, 2014	70,200	1.54	70,200	1.54
	Transactions (Purchase/Sale) from April 1, 2014 to March 31, 2015	-	-	-	-
	As on March 31, 2015	70,200	1.54	70,200	1.54
02	<b>Ashok Kumar Jain</b>				
	As on April 1, 2014	13,201	0.29	13,201	0.29
	Transactions (Purchase/Sale) from April 1, 2014 to March 31, 2015:				
	-Purchased on 04.04.2014	2,970	0.065	16,171	0.36
	-Purchased on 18.04.2014	342	0.008	16,513	0.36
	-Purchased on 25.04.2014	4,018	0.088	20,531	0.45
	-Purchased on 09.05.2014	140	0.003	20,671	0.45
	-Purchased on 30.05.2014	1,170	0.026	21,841	0.48
	-Purchased on 06.06.2014	6,454	0.142	28,295	0.62
	-Purchased on 13.06.2014	16,379	0.360	44,674	0.98
	-Purchased on 20.06.2014	1,287	0.028	45,961	1.01
	-Purchased on 24.10.2014	90	0.002	46,051	1.01
	As on March 31, 2015	46,051	1.01	46,051	1.01

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Sr. No.	Name of the Shareholder	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
03	<b>Muktilal Ganulal Paldiwal</b>				
	As on April 1, 2014	31,264	0.69	31,264	0.69
	Transactions (Purchase/Sale) from April 1, 2014 to March 31, 2015:				
	-Purchased on 16.05.2014	156	0.003	31,420	0.69
	-Purchased on 23.05.2014	303	0.007	31,723	0.70
	-Purchased on 30.05.2014	462	0.010	32,185	0.71
	-Purchased on 06.06.2014	189	0.004	32,374	0.71
	-Sold on 13.06.2014	(100)	(0.002)	32,274	0.71
	-Sold on 01.08.2014	(500)	(0.011)	31,774	0.70
	-Purchased on 10.10.2014	186	0.004	31,960	0.70
	-Purchased on 24.10.2014	330	0.007	32,290	0.71
	-Purchased on 31.10.2014	218	0.005	32,508	0.71
	-Purchased on 07.11.2014	77	0.002	32,585	0.72
	-Purchased on 28.11.2014	532	0.012	33,117	0.73
	-Purchased on 05.12.2014	715	0.016	33,832	0.74
	-Purchased on 12.12.2014	500	0.011	34,332	0.75
	-Purchased on 06.02.2015	300	0.007	34,632	0.76
	-Purchased on 13.02.2015	100	0.002	34,732	0.76
	-Purchased on 20.02.2015	224	0.005	34,956	0.77
	-Purchased on 06.03.2015	25	0.001	34,981	0.77
As on March 31, 2015	34,981	0.77	34,981	0.77	
04	<b>Surabhakti Commodities Pvt. Ltd.</b>				
	As on April 1, 2014	28,760	0.63	28,760	0.63
	Transactions (Purchase/Sale) from April 1, 2014 to March 31, 2015	-	-	-	-
	As on March 31, 2015	28,760	0.63	28,760	0.63
05	<b>Rajiv Malhotra</b>				
	As on April 1, 2014	27,900	0.61	27,900	0.61
	Transactions (Purchase/Sale) from April 1, 2014 to March 31, 2015	-	-	-	-
	As on March 31, 2015	27,900	0.61	27,900	0.61
06	<b>CH Kiron</b>				
	As on April 1, 2014	20,000	0.44	20,000	0.44
	Transactions (Purchase/Sale) from April 1, 2014 to March 31, 2015	-	-	-	-
	As on March 31, 2015	20,000	0.44	20,000	0.44
07	<b>Rajiv Sahney Finance Pvt. Ltd.</b>				
	As on April 1, 2014	18,252	0.40	18,252	0.40
	Transactions (Purchase/Sale) from April 1, 2014 to March 31, 2015	-	-	-	-
	As on March 31, 2015	18,252	0.40	18,252	0.40

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Sr. No.	Name of the Shareholder	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
08	<b>Arihant Capital Market Limited</b>				
	As on April 1, 2014	8,314	0.18	8,314	0.18
	Transactions (Purchase/Sale) from April 1, 2014 to March 31, 2015:				
	-Purchased on 04.04.2014	872	0.019	9,186	0.20
	-Purchased on 11.04.2014	1,149	0.025	10,335	0.23
	-Purchased on 18.04.2014	322	0.007	10,657	0.23
	-Purchased on 25.04.2014	761	0.017	11,418	0.25
	-Purchased on 02.05.2014	742	0.016	12,160	0.27
	-Purchased on 09.05.2014	195	0.004	12,355	0.27
	-Purchased on 16.05.2014	26	0.001	12,381	0.27
	-Purchased on 23.05.2014	2,713	0.060	15,094	0.33
	-Purchased on 30.05.2014	21	0.000	15,115	0.33
	-Purchased on 06.06.2014	297	0.007	15,412	0.34
	-Purchased on 13.06.2014	5,646	0.124	21,058	0.46
	-Purchased on 20.06.2014	5,409	0.119	26,467	0.58
	-Sold on 30.06.2014	(64)	(0.001)	26,403	0.58
	-Sold on 04.07.2014	(2,077)	(0.046)	24,326	0.53
	-Sold on 11.07.2014	(829)	(0.018)	23,497	0.52
	-Purchased on 18.07.2014	329	0.007	23,826	0.52
	-Purchased on 25.07.2014	637	0.014	24,463	0.54
	-Sold on 01.08.2014	(4,188)	(0.092)	20,275	0.45
	-Purchased on 08.08.2014	1,437	0.032	21,712	0.48
	-Sold on 15.08.2014	(11)	(0.000)	21,701	0.48
	-Sold on 22.08.2014	(131)	(0.003)	21,570	0.47
	-Purchased on 29.08.2014	313	0.007	21,883	0.48
	-Sold on 05.09.2014	(157)	(0.003)	21,726	0.48
	-Sold on 12.09.2014	(610)	(0.013)	21,116	0.46
	-Purchased on 19.09.2014	119	0.003	21,235	0.47
	-Sold on 30.09.2014	(1,586)	(0.035)	19,649	0.43
	-Purchased on 10.10.2014	22	0.000	19,671	0.43
	-Purchased on 17.10.2014	112	0.002	19,783	0.43
	-Sold on 24.10.2014	(500)	(0.011)	19,283	0.42
	-Purchased on 31.10.2014	738	0.016	20,021	0.44
	-Purchased on 07.11.2014	94	0.002	20,115	0.44
	-Purchased on 14.11.2014	49	0.001	20,164	0.44
	-Purchased on 21.11.2014	1,819	0.040	21,983	0.48
	-Sold on 28.11.2014	(396)	(0.009)	21,587	0.47
	-Sold on 05.12.2014	(98)	(0.002)	21,489	0.47
	-Sold on 12.12.2014	(125)	(0.003)	21,364	0.47
	-Sold on 19.12.2014	(1,604)	(0.035)	19,760	0.43
	-Sold on 31.12.2014	(46)	(0.001)	19,714	0.43
	-Purchased on 02.01.2015	20	0.000	19,734	0.43
	-Sold on 09.01.2015	(51)	(0.001)	19,683	0.43
	-Sold on 16.01.2015	(89)	(0.002)	19,594	0.43

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Sr. No.	Name of the Shareholder	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
	<b>Arihant Capital Market Ltd. Contd.</b>				
	-Purchased on 23.01.2015	128	0.003	19,722	0.43
	-Purchased on 30.01.2015	10	0.000	19,732	0.43
	-Sold on 06.02.2015	(65)	(0.001)	19,667	0.43
	-Purchased on 13.02.2015	141	0.003	19,808	0.44
	-Purchased on 20.02.2015	35	0.001	19,843	0.44
	-Purchased on 27.02.2015	24	0.001	19,867	0.44
	-Sold on 06.03.2015	(4,405)	(0.097)	15,462	0.34
	-Sold on 13.03.2015	(15)	0.000	15,447	0.34
	-Purchased on 20.03.2015	415	0.009	15,862	0.35
	-Purchased on 27.03.2015	500	0.011	16,362	0.36
	-Sold on 31.03.2015	(170)	(0.004)	16,192	0.36
	As on March 31, 2015	16,192	0.360	16,192	0.36
09	<b>Raj Overseas and Finance Pvt. Ltd.</b>				
	As on April 1, 2014	17,156	0.38	17,156	0.38
	Transactions (Purchase/Sale) from April 1, 2014 to March 31, 2015				
	-Purchased on 04.04.2014	112	0.002	17,268	0.38
	-Sold on 18.04.2014	(49)	(0.001)	17,219	0.38
	-Purchased on 25.04.2014	50	0.001	17,269	0.38
	-Sold on 23.05.2014	(29)	(0.001)	17,240	0.38
	-Sold on 13.06.2014	(650)	(0.014)	16,590	0.36
	-Purchased on 20.06.2014	695	0.015	17,285	0.38
	-Sold on 01.08.2014	(1,301)	(0.029)	15,984	0.35
	-Purchased on 12.09.2014	77	0.002	16,061	0.35
	-Purchased on 23.01.2015	38	0.001	16,099	0.35
	As on March 31, 2015	16,099	0.35	16,099	0.35
10	<b>The Oriental Insurance Company Ltd.</b>				
	As on April 1, 2014	15,000	0.33	15,000	0.33
	Transactions (Purchase/Sale) from April 1, 2014 to March 31, 2015	-	-	-	-
	As on March 31, 2015	15,000	0.33	15,000	0.33

### v) Shareholding of Key Managerial Personnel:

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

## V. Indebtedness:

(Amount in Rs. Lac)

	Secured loans excluding deposits	Unsecured Loans	Deposits (Security deposits received from Licensees)	Total Indebtedness
<b>Indebtedness at the beginning of the Financial Year</b>				
i) Principal Amount	838.74	515.66	1,511.71	2,866.11
ii) Interest due but not paid	-	-		-
iii) Interest accrued but not due	5.56	-		5.56
<b>Total (i+ii+iii)</b>	<b>844.30</b>	<b>515.66</b>	<b>1,511.71</b>	<b>2,871.67</b>
<b>Change in Indebtedness during the Financial Year</b>				
i) Addition	194.85		113.37	308.22
ii) Reduction	(282.85)		(253.25)	(536.10)
<b>Net Change</b>	<b>(88.00)</b>		<b>(139.88)</b>	<b>(227.88)</b>
<b>Indebtedness at the end of the Financial Year</b>				
i) Principal Amount	753.59	515.66	1,371.83	2,641.08
ii) Interest due but not paid	-			-
iii) Interest accrued but not due	2.71			2.71
<b>Total (i+ii+iii)</b>	<b>756.30</b>	<b>515.66</b>	<b>1,371.83</b>	<b>2,643.79</b>

## VI. Remuneration of Directors and Key Managerial Personnel

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

(Amount in Rs. Lac)

Sr. No.	Particulars of Remuneration	Mehul K. Trivedi Managing Director (In Rs.)	Total Amount (In Rs.)
1	Gross Salary		
	Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	33.00	33.00
	Value of Perquisites u/s. 17(2) of the Income Tax Act, 1961	11.17	11.17
	Profit in lieu Salary u/s. 17(3) of the Income Tax Act, 1961	0	0
2	Stock Option	0	0
3	Sweat Equity	0	0
4	Commission		
	As % of profit	--	--
	Others, Specify		
5	Others - PF, Superannuation, Gratuity etc.	2.63	2.63
	Total (A)	46.80	46.80
	Ceiling as per the Act	*84.00	84.00

\* Mr. Mehul Trivedi has been re-appointed as Managing Director of the Company with effect from October 1, 2014 and his remuneration, as recommended by the Nomination & Remuneration Committee and approved by the Board to pay within the maximum ceiling provided under Schedule V to the Companies Act, 2013, viz., Rs. 84 Lakhs subject to approval of the members by Special Resolution at the ensuing Annual General Meeting.

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### B. Remuneration to Other Directors

(Rs. Lac)

Sr. No.	Particulars of Remuneration	Name of Directors						Total Amount
		Mr. K. K. Trivedi	Mr. Prashant Trivedi	Mr. H.C. Asher	Mr. J.M. Kothary	Mr. Sudhir Merchant	Mrs. Sangeeta Pandit	
1)	Independent Directors and other Non-Executive Directors							
	Fees for attending the Board Meetings	-	1.50	3.57	3.57	3.30	3.35	12.30
	Commission*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	Others, Please specify	-	-	-	-	-	-	-
2)	Total Managerial Remuneration	-	1.50	3.57	3.57	3.30	3.35	12.30
3)	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

\* Not applicable on account of loss incurred by the Company during the financial year 2014-15.

### C. Remuneration paid to Key Managerial Personnel Other than MD/Manager/WTD

(Rs. Lac)

Sr. No.	Particulars of Remuneration	Mr. Amogh Barve (Company Secretary) – joined on 01.01.2015	Mr. K. Suvarna (CFO) – joined on 14.07.2014	Total Amount (In Rs.)
1)	Gross Salary			
	Salary as per provisions contained in section 17 (1) of the Income Tax Act, 1961	2.63	20.45	23.08
	Value of Perquisites u/s. 17(2) of the Income Tax Act, 1961	-	-	-
	Profit in lieu Salary u/s. 17(3) of the Income Tax Act, 1961	-	-	-
2)	Stock Option	-	-	-
3)	Sweat Equity	-	-	-
4)	Commission As % of profit Others, Specify	-	-	-
5)	Others, Please specify	-	-	-
6)	Total (A)	2.63	20.45	23.08
7)	Ceiling as per the Act	Not Applicable	Not Applicable	Not Applicable

**VII Penalties/Punishment/Compounding of Offences: NIL**



**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****A) Industry Structure and Developments:**

Card Clothing is a critical input required by spinning mills for producing quality yarn, which is then used by the textile industry for woven or knit fabrics.

The card population in India is divided into three major categories. The slow production cards, which dominated the market from 1985 to 1995 and then declined as high production cards began their ascendancy. The period between 1995 and 2007 saw a phenomenal growth in the Card Clothing Industry in India as spinning industry was deregulated during which high production cards were widely installed in many spinning mills. From 2007, super production cards began to be installed. In each case, the type of card clothing used was different.

The installed base of carding machines in India is 29,711 cards of which 1,783 are slow speed cards, 24,363 are high production cards and 3,565 are super production cards. This generates an annual demand of 8,319 sets of card clothing (Source: compiled by the Company). The bulk of the carding machines in India fall within the high production and super production categories, as it has become no longer economical to operate slow production cards.

The demand for card clothing in the re-clothing market is entirely dependent on the current installed capacity of carding machine, the production rate of carding machine and the consumption of fibre.

The world installed base of carding machines (excluding India) is 148,777 and the annual demand for card clothing worldwide (excluding India) is 49,592 (Source: compiled by the Company). All increases in the installed base of carding machines is in the super production category.

The major European manufacturers of carding machines are Rieter and Trutzschler and major Indian manufacturers are Lakshmi Machine Works (LMW) and Trutzschler India. There are other manufacturers of carding machines in India and China, although the international demand for those carding machines is limited by virtue of their inability to match the technology of European and Indian manufacturers mentioned above. Rieter carding machines are 60" wide. Rieter, which owns Graf, supplies all its carding machines with Graf card clothing. The 60" card is most favoured by spinning mills, which process fine cotton. Trutzschler GmbH manufactures new cards with 50.4" width. Trutzschler cards are equipped with Trutzschler card clothing and are favoured by spinning mills processing coarse and medium counts of cotton.

Between the two major Indian carding machine manufacturers, LMW is well established, has a larger installed capacity and installed base and is perceived as a value for money alternative. LMW also has the advantage of being able to provide a "bale to yarn" solution to the new spinning mills. Both LMW and Trutzschler manufacture 40" width card. LMW carding machines are clothed with Lakshmi Card Clothing (LCC), although of late, LMW has suggested potential customers could use Bekaert Card Clothing (BCS) manufactured partly in China and partly in India with the supply of the carding machine.

Recently Groz Beckert KG, a needle manufacturer has entered into an agreement to buy the assets and business of Bekaert Card Clothing. The integration of Bekaert Card Clothing with Groz Beckert is expected to get over by second quarter of current calendar year. Trutzschler India equips its carding machines with card clothing manufactured by Trutzschler in India.

As far as the re-clothing market is concerned, Graf and Trutzschler are sometimes favoured for the first re-clothing by spinning mills, which have imported cards from Rieter or Trutzschler Germany in the super production segment.

LCC, BCS and ICC 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 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.

**B) SWOT Analysis:****Strengths:**

ICC's premium combination of Maxus Plus cylinder wire, Nextra 55 tops and Aero doffer has received market acceptance for its consistent results and cost competitiveness.

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ICC 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.

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

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

Strong sales and service support in all major spinning centers in India with wide distribution network.

## Weaknesses

ICC does not have a close association with a leading carding machine manufacturer.

## Opportunities

As spinning mills discard slow production cards to replace it with high production cards or super production cards, the demand for re-clothing of high production and super production cards will increase. This would create additional demand for the company's products.

The Chinese spinning mills are losing their competitiveness in certain medium counts of cotton, in favour of Indian spinning mills.

## Threats

Competition from Chinese card clothing manufacturers in the slow production and high production card segment poses a threat to ICC's share in these segments, although the size of the former segment is dwindling every year and many customers in the high production card segment are wary of the inconsistent quality of Chinese card clothing.

## **C) Operations:**

### **i) Product-wise Operational performance:**

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

#### Cotton:

Sales to the domestic Cotton sector in the F. Y. 2014-15 were Rs. 3,167.60 Lac as against Rs. 3,273 Lac in the previous financial year showing a reduction in sales of approx. 3%.

Total exports to the Cotton sector in the F. Y. 2014-15 were Rs. 1,184.00 Lac as against Rs. 1,151.58 Lac in the previous financial year showing increase in exports by approx. 3%.

#### Wollen:

Sales to the domestic Wollen sector in the F. Y. 2014-15 were Rs. 900.72 Lac as against Rs. 807.40 Lac in the previous financial year showing increase in sales of approx. 12%.

Total exports of the Wollen sector in the F. Y. 2014-15 were Rs. 21.69 Lac as against Rs. 29.77 Lac in the previous financial year showing reduction in exports by approx. 27%.

#### Accura:

Sales to the domestic Accura sector in the F. Y. 2014-15 were Rs. 527.70 Lac as against Rs. 533.48 Lac in the previous financial year showing reduction in sales of approx. 1%.

Total exports of the Accura sector in the F. Y. 2014-15 were Rs. 219.01 Lac as against Rs. 213.15 Lac in the previous financial year showing increase in exports by approx. 3%.

**ii) Measures taken for improving the operational efficiency:**

The Company has assiduously pursued enquiries in the key target overseas markets. Export sales also improved as a result of a favourable exchange rate against the US Dollar and Euro.

Concerted effort were made for targeting those customers in the domestic market who are amenable to use the Company's products

The Company continued to adopt a cautious policy on sales of its products in the regenerated fibre segment, as it perceived recovery of outstanding dues would be a problem in a difficult trading environment.

The Company's new plant at Nalagarh continued to dispatch, Accura carriers, metallic card clothing for long staple fibre and most varieties of metallic wires for short staple fibre. The process of knowledge transfer continues from the plant in Pimpri to Nalagarh.

**D) Outlook:**

The prospect of a below average monsoon may dampen the current buoyancy in the spinning industry if the price of cotton increases without a corresponding increase in yarn prices affecting the demand for card clothing as spinning mills conserve resources to purchase cotton.

The Company is focused on seeking out additional export opportunities in existing and new markets.

The Company intends to continue to focus its attention in the financial year 2015-2016 on improvements in plant efficiency and productivity. The Company will continue to target mills with the latest generation of carding machines.

**E) Risks and Concerns:**

The Indian Card Clothing industry 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 the flexible card clothing. The card clothing manufacturers have very little control over such suppliers.

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

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, increase in interest rates, natural/manmade disasters, and political risks.

**F) Internal Control Systems and Adequacy:**

The Company has a proper and well-established accounting and auditing system covering all areas of operations. The Company operates in ERP environment and has upgraded its ERP system from Oracle i11 to R 12. The Company has fully operating ERP system since April 2007. The Company has a costing system to help control costs and to take decisions on pricing.

A firm of auditors manned by technically and commercially qualified personnel carries out internal audit, of both Pimpri and Nalagarh plants, which is followed up by discussion with each department, the Managing Director and the Audit Committee. Wherever risks have been identified in processes or systems, these have been addressed by implementing more robust processes.

The Board of Directors has also constituted Risk Management Committee consisting of directors and non-director members. The Board based on the recommendations of the Risk Management Committee has adopted a Risk Management Policy. The Committee assesses both the critical and non-critical risks on an ongoing basis and is in the process of compiling of these risks and its various elements.

Both manufacturing plants of the Company have ISO 9001 certification, which is renewed from time to time.

## **G) Financial performance and Operational Performance:**

### Standalone Financial Performance

During the year under review, the Company earned a total income of Rs. 7,105.06 Lac for the year ended March 31, 2015 as against Rs. 7,467.33 Lac for the previous year ended March 31, 2014. The net loss incurred by the Company during the F. Y. 2014-15 is Rs. 382.80 Lac as against Net Profit of Rs. 236.25 Lac during the previous financial year.

### Consolidated Financial Performance

During the year under review, the Company along with its and subsidiaries achieved a total consolidated turnover of Rs. 8,796.70 Lacs for the year ended March 31, 2015 as against Rs. 8,850.72 Lacs for the previous year ended March 31, 2014. The consolidated loss for the year under review has been Rs. 285.96 Lacs as against consolidated profit of Rs. 259.66 Lacs for the previous year.

## **H) Manpower Development in HR and Industrial relations :**

Your Company recognises the need for a strong, dynamic and motivated Human Resources. Over the years Company has maintained consistency in its efforts in training and developing its human resource to sustain in the increasing competition.

Industrial relations of the Company were cordial throughout the year. Wage Settlement Agreement was amicably finalised and executed with the Trade Union on May 24, 2014 which will be valid for 3 (three) years commencing from April 1, 2013.

## **I) Cautionary Statement:**

Statements in the Management Discussions and Analysis section describing 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 Clause 49 of the Listing Agreement)

### 01. 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 (Investors, Customers, Employees, Suppliers and Government) with a view to increasing value for all of them.

### 02. BOARD OF DIRECTORS:

#### a) Composition:

The Board of Directors of your Company has the necessary combination of Executive and Non-executive Directors in order to have a balanced Board Structure. As on 31<sup>st</sup> March, 2015, the strength of the Board of Directors was seven Directors comprising of five non-executive Directors, one Managing Director and one Additional Director. Out of total number of directors excluding the additional director, three are Independent Directors who constitute one-half of the total strength of the Board. The Company is in compliance with the Clause 49 of the Listing Agreement pertaining to compositions of the Board.

#### b) Meetings of the Board of Directors:

During the financial year 2014-15, 6 (six) meetings of the Board of Directors of your Company were held on 4th April, 2014, 19th May, 2014, 31st July, 2014, 29th September, 2014, 12th November, 2014 and 13th February, 2015.

#### c) Directors Attendance Record and Directorships held:

The composition and category of the Board of directors during the financial year ended on March 31, 2015, details regarding the attendance of the Directors at the Board Meetings and the Annual General Meeting held during the financial year 2014-15 along with the details in respect of Directorships and Committee positions of each director in other Public Limited Companies where he/she is a member/Chairperson are presented in the following table:

Name of Director	Category	Board Meetings Attended	AGM Attended	No. of Directorships in other Indian Public Ltd. Companies	Committee Memberships in other Indian Public Ltd. Companies	Chairperson of Committees in other Indian Public Ltd. Companies
Mr. K. K. Trivedi	Chairman Emeritus - Non - Executive Non-Independent Director (Promoter Group)	3	No	None	–	–
Mr. Prashant K. Trivedi	Chairman – Non – Executive Non-Independent Director (Promoter group)	6	Yes	None	–	–
Mr. Mehul . K. Trivedi	Managing Director (Executive Director) (Promoter group)	6	Yes	1	–	–
Mr. H. C. Asher	Independent Director (Non-Executive)	6	Yes	4	8	5
Mr. J. M. Kothary	Independent Director (Non-Executive)	5	Yes	3	1	--
Mr. Sudhir Merchant	Independent Director (Non-Executive)	6	Yes	2	2	5
*Mrs. Sangeeta S. Pandit	Additional Director (Independent & Non-Executive)	1	Not Applicable	1	1	–
**Mr. C. M. Maniar	Independent Director (Non-Executive)	2	No	--	--	–

\* Mrs. Sangeeta S. Pandit has been appointed as an Additional Independent Director w.e.f. 12th November, 2014.

\*\* Demised on 29.06.2014

None of the Directors on the Board is a member of more than ten committees and Chairperson of more than five committees across all the Companies in which they are Directors.

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## d) 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](http://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, 2015. A declaration by the Managing Director confirming 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 year ended 31<sup>st</sup> March, 2015, is included in the certificate from the Managing Director and the Chief Financial Officer on the financial statements and other matters of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 which is enclosed as Attachment – I to this Corporate Governance Report.

## 03. AUDIT COMMITTEE

### a) Brief Description and Terms of Reference:

The Audit Committee of the Company has been constituted in line with the provisions of clause 49 of the Listing Agreement read with section 177 of the Companies Act, 2013.

Terms of reference of the Audit Committee in brief are as stated below:

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 the Certificate from CFO in terms of Clause 41 of the Listing Agreement.

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.

Any other terms of reference as may be included from time to time in Clause 49 of the Listing Agreement.

### b) Composition and attendance at Audit Committee Meeting:

The Audit Committee comprises of three members and all are Independent Directors.

During the year under review four meetings of the Audit Committee were held, viz., 19<sup>th</sup> May, 2014, 31<sup>st</sup> July, 2014, 12<sup>th</sup> November, 2014 and 13<sup>th</sup> February, 2015.

The composition of the Audit Committee as on 31<sup>st</sup> March, 2015 and attendance of members in the meetings held during the financial year 2014-15 is as under:

Name of Member	No. of Meetings attended
Mr. J. M. Kothary (Chairman)	4
Mr. H. C. Asher (Member)	4
Mr. Sudhir Merchant (Member)	4

## 04. 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 MD & CEO and other Key Managerial Personnel of the Company and monitoring of the Nomination & Remuneration policy of the Company.

## b) Composition and attendance at Nomination & Remuneration Committee Meeting:

The Nomination & Remuneration Committee comprises of three members and all are Independent Directors.

During the year under review three meetings of the Nomination & Remuneration Committee were held, viz, on 29<sup>th</sup> September, 2014, 12<sup>th</sup> November, 2014 and 13<sup>th</sup> March, 2015.

The composition of the Nomination & Remuneration Committee as on 31<sup>st</sup> March, 2015 and attendance of members in the meetings held during the financial year 2014-15 is as under:

Name of Members	No. of Meetings attended
Mr. H. C. Asher (Chairman)	3
Mr. J. M. Kothary (Member)	2
Mr. Sudhir Merchant (Member)	3

The Company Secretary acts as 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 Agreement with the stock exchanges and in order to harmonize the aspirations of human resources consistent with the goals of the Company which *inter alia* includes 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.

## d) Remuneration to Directors:

The Company pays remuneration by way of salary, perquisites, allowances and commission to its Managing Director.

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 Shareholders accorded in the Annual General Meeting held on 1<sup>st</sup> August, 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 attendance to the Board Meeting. 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 2014-2015 is as under:

(Rs. Lac)

Name of the Director	Sitting fees including fees for Committee Meetings	Salaries & Perks	Commission	Total Amount
Mr. K.K. Trivedi	-	-	-	-
Mr. Prashant Trivedi	1.50	-	-	1.50
Mr. H.C. Asher	3.58	-	-	3.58
Mr. J.M. Kothary	3.58	-	-	3.58
Mr. Sudhir Merchant	3.30	-	-	3.30
Mrs. Sangeeta Pandit	0.35	-	-	0.35
Mr. Mehul K. Trivedi (Re-appointed as Managing Director w.e.f. 01.10.2014 for a period of 3 years subject to approval of the members at the ensuing Annual General Meeting)	-	46.80	-	46.80

# THE INDIAN CARD CLOTHING COMPANY LIMITED

None of the Directors has any pecuniary relationships or transactions with the Company except by way of remuneration paid to the Managing Director and sitting fees and Commission paid to other Non-Executive Directors.

Your Company presently does not have performance linked incentives for its Directors. No severance fee is payable. The Managing Director is paid Bonus as may be approved by the Board of Directors, within the overall limits approved by the members of the Company.

## 05. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

### a) Brief Description and Terms of Reference:

Stakeholders' Relationship Committee monitors redressal of complaints received from shareholders/investors with respect to transfer of shares, non-receipt of dividend, non-receipt of Annual Reports etc. The Committee also takes note of number of transfers processed, issue of fresh share certificates, top shareholders and Shareholding Pattern.

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

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

During the year under review seven meetings of the Stakeholders' Relationship Committee were held, viz, on 4<sup>th</sup> April, 2014, 31<sup>st</sup> July, 2014, 29<sup>th</sup> September, 2014, 1<sup>st</sup> December, 2014, 23<sup>rd</sup> December 2014, 13<sup>th</sup> January, 2015 and 13<sup>th</sup> February, 2015.

The composition of the Committee as on 31<sup>st</sup> March, 2015 and attendance of members in the meetings held during the financial year 2014-15 is as under:

Name of Member	No. of Meetings attended
Mr. J. M. Kothary (Chairman)	6
Mr. H. C. Asher (Member)	7
Mr. Mehul Trivedi (Member)	7

Mr. Amogh Barve, Manager (Legal) & Company Secretary of the Company is Compliance Officer of the Company.

The Company received four (4) Complaints during the year and all of them were resolved. There were no pending share transfers and complaints as on 31<sup>st</sup> March, 2015.

## 06. CORPORATE SOCIAL RESPONSIBILITY 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; and

Monitor the CSR policy from time to time

### b) Composition and attendance at Corporate Social Responsibility Committee Meeting:

The Board has constituted a Corporate Social Responsibility (CSR) Committee consisting of the following members:

Mr. Prashant Trivedi	Chairman (Non-Independent Non-Executive Director)
Mr. Mehul Trivedi	Member (Managing Director)
Mr. Sudhir Merchant	Member (Independent Director)



The CSR Committee did not meet during the year. Considering the threshold requirements specified under section 135 (1) of the Companies Act, 2013, the Company was not liable for CSR spend as specified under section 135 (5) of the Companies Act, 2013 for the financial year 2014-15 and has not spent any amount on CSR activities.

It is proposed to develop and adopt the CSR Policy in respect of CSR initiatives of the Company when the Company will qualify for CSR spend.

## **07. RISK MANAGEMENT COMMITTEE:**

### **a) Brief Description and Terms of Reference:**

Terms of reference of the Risk Management Committee are as given below in brief:

Ensure that all the current and future material risk exposures of the company are identified, assessed, quantified, appropriately mitigated, minimized and managed i.e. to ensure adequate systems for risk management;

To establish a framework for the company's risk management process and to ensure its implementation;

To enable compliance with appropriate regulations, wherever applicable, through the adoption of best practices; and

To assure business growth with financial stability.

### **b) Composition and attendance at Risk Management Committee Meeting:**

The Board of Directors has constituted Risk Management Committee consisting of directors and non-director as its members as per the details given below:

Mrs. Sangeeta Pandit	Chairperson / Member
Mr. Mehul Trivedi	Managing Director / Member
Mr. Krishna Suvarna	CFO / Member

During the year, one meeting of the Risk Management Committee was held on 9<sup>th</sup> February, 2015.

## **08. MEETING OF INDEPENDENT DIRECTORS:**

A separate meeting of Independent Directors of the Company as per the requirements of Schedule IV of the Companies Act, 2013 and Clause 49 (II) (B) (6) of the Listing Agreement was held on 13<sup>th</sup> March, 2015 without the attendance of Non-Independent Directors and the members of the management *inter alia*, 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 Executive and 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.

## **09. PERFORMANCE EVALUATION:**

Pursuant to the provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, 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 criteria/manner for evaluation as recommended by the Nomination & Remuneration Committee and approved by the Board is as stated below:

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

Composition and quality of the Board

Key responsibilities and functions of the Board

Delegation of authorities to the Committees

Effectiveness of the Board Processes and functioning

# THE INDIAN CARD CLOTHING COMPANY LIMITED

Board Culture

Relationship of the Board Members with the Management and other Stakeholders

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

Composition and quality of the Committee

Key responsibilities and functions of the Committee

Effectiveness of the Committee Processes and functioning

Relationship of the Committee Members with the Management and other Stakeholders

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

Number of Meetings of the Board and Committees attended by the Director.

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

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

Relationship of the Director with the Management and other Stakeholders.

In case of evaluation of a director who is a Managing Director/Executive Director, consideration should also be given to the factors like achievement of budget targets, efficacy in leading the Management Team, Cost reduction initiatives implemented and effectively ensuring Governance and Compliance requirements.

In case of a director who is a Chairperson, consideration should be given to the factors like demonstration of effective leadership on the Board, role played as a direct link between the Board and the Management and effectiveness in conducting the meetings ensuring constructive discussions before deciding on any proposals.

## **10. FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:**

Pursuant to provisions of Clause 49 (II) (B) (7) (b) of the Listing Agreement, during the year under review the Company prepared and pursued the Familiarization Programme for Independent Directors as hosted on Company's website at [http://www.cardindia.com/content/fr\\_abus.htm](http://www.cardindia.com/content/fr_abus.htm).

## **11. ADDITIONAL INFORMATION REQUIRED UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

Additional information as required under clause 49 VIII (E) (1) of the Listing Agreement in respect of directors seeking appointment/re-appointment is provided as Attachment-I to the notice convening the ensuing Annual General Meeting.

## **12. DISCLOSURES:**

**a) Materially Significant Related Party Transactions:**

All related party transactions forms part of the Note No. 38 to the Financial Statements. Saving those, there were no materially significant related party transactions with Company's promoters, directors or its management, their subsidiaries or relatives, etc. that had a potential conflict with the interest of the Company. The register of contracts containing transactions, in which Directors are interested, is placed before the Board.

**b) Accounting Treatment:**

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

**c) Statutory Compliance, Strictures and Penalties:**

The Company has complied with rules and regulations prescribed by the Stock Exchanges, Securities and Exchange Board of India 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 Clause 49 of the Listing Agreement.

## d) Share Capital Audit:

Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, certificates, on half-yearly basis have been issued by Vivek Divekar & Co., Company Secretaries-in-Practice for due compliance of share transfer formalities by the Company.

Vivek Divekar & Co., Company Secretaries-in-Practice carried out a Reconciliation of Share Capital Audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) ("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 in dematerialized form (held with Depositories).

## e) Vigil Mechanism:

The Company has established a vigil mechanism and 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. The Vigil Mechanism Policy of the Company is placed on Company's website i.e., [http://www.cardindia.com/content/fr\\_abus.htm](http://www.cardindia.com/content/fr_abus.htm)

## f) CEO / CFO Certification

A certificate from the Managing Director and the Chief Financial Officer, on the Financial Statements and other matters of the Company for the Financial Year ended 31<sup>st</sup> March, 2015 is provided as Attachment – I to this Corporate Governance Report.

## 13. MEANS OF COMMUNICATION:

The Company's corporate website [www.cardindia.com](http://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, published from Pune. The said results are also made available on Company's website, [www.cardindia.com](http://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](http://www.cardindia.com).

## 14. GENERAL SHAREHOLDER INFORMATION:

### a) Details of the Annual General Meetings:

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

Financial Year	Date and Time	Venue	Special Resolutions passed
2011-12	10 <sup>th</sup> August, 2012 at 12.00 noon	Registered office of the Company	Re-appointment of Mr. Mehl Trivedi as the Managing Director w.e.f. 1 <sup>st</sup> October, 2011 for a period of 3 years.
2012-13	1 <sup>st</sup> August, 2013 at 12.00 noon	Registered office of the Company	1) Payment of Commission to Non-Executive Directors. 2) Appointment of Multi Act Equity Consultancy Pvt. Ltd. as Portfolio Manager.
2013-14	31 <sup>st</sup> July, 2014 at 12.00 noon	Registered office of the Company	-

During the financial year under review, no resolutions have been passed by postal ballot.

### b) AGM Information and Financial Year:

Day, Date and Time of AGM	: Thursday, 6 <sup>th</sup> August, 2015 at 12.00 noon.
Venue	: Registered Office of the Company
Financial Year	: 1 <sup>st</sup> April 2014 to 31 <sup>st</sup> March 2015
Date of Book Closure	: 31 <sup>st</sup> July, 2015 to 6 <sup>th</sup> August, 2015 (both days inclusive)
Dividend Payment Date	: On or after 6 <sup>th</sup> August, 2015

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## c) Listing on Stock Exchanges and Scrip Code:

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

- i. National Stock Exchange of India Limited (NSE), Exchange Plaza, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051. NSE Code: INDIANCARD
- ii. BSE Ltd. (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001. Scrip Code BSE Code: 509692

Annual listing fees have been paid for the financial year 2014-15.

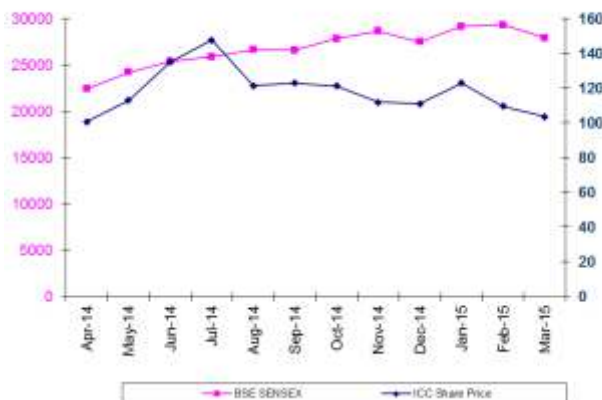
## d) Market Price Data:

The monthly high and low quotations and volume of shares traded on BSE and NSE from 1<sup>st</sup> April, 2014 up to 31<sup>st</sup> March, 2015 is as follows:

Month	BSE		NSE	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
Apr-2014	112.90	90.00	112.05	90.10
May-2014	124.00	93.55	124.00	93.00
Jun-2014	148.00	111.40	148.35	91.10
Jul-2014	179.95	125.25	180.00	125.00
Aug-2014	145.00	119.10	144.10	118.00
Sep-2014	151.90	121.00	153.00	119.25
Oct-2014	128.95	108.50	126.90	117.50
Nov-2014	133.65	104.15	127.65	104.80
Dec-2014	123.80	92.60	119.95	104.95
Jan-2015	150.80	110.35	131.90	110.00
Feb-2015	125.00	108.70	130.00	109.75
Mar-2015	115.60	100.50	122.00	99.95

## e) Performance in comparison to the Board-based Indices:

Performance in comparison to BSE Sensex is graphically presented as given below:



## f) Registrar & Share Transfer Agent and Share Transfer System:

Sharepro Services India Private Limited is the Registrar & Share Transfer Agent (RTA) of the Company in respect of the equity capital in demat and physical mode. They process share transfer and transmission on fortnightly basis. Their address is as follows:

Sharepro services India Pvt. Ltd.,  
13AB, Samhita Warehousing Complex,  
2nd Floor, Near Sakinaka Telephone Exchange,  
Sakinaka, Andheri (E), Mumbai- 400072.  
Phone: (022) 67720300, 67720348, 67720400  
Fax: (022) 28591568.  
E-mail: sharepro@shareproservices.com

**g) Share Transfer System:**

Transfer in physical form has to be lodged with Registrar and Share Transfer Agents. 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.

**h) Shareholding pattern as on 31<sup>st</sup> March, 2015:**

Category	Number of Shares	Percentage (%)
Promoter and Promoter Group	2,610,166	57.35
Non Resident Indians	20,412	0.45
Bodies Corporate	285,264	6.27
Resident Indians	1,617,971	35.55
Financial Institutions	457	0.01
Mutual Funds/UTI	1,800	0.04
Insurance Companies	15,050	0.33
<b>TOTAL</b>	<b>4,551,120</b>	<b>100.00</b>

Non-Executive Directors Shareholding

Name	Number of Shares	Percentage (%)
Mr. H.C. Asher	556	0.01

**i) Distribution of Shareholding as on 31<sup>st</sup> March, 2015:**

Shareholding Class	No. of Shareholders	Total Holding in Shares	Percentage of Total Holders (%)	Percentage of Total Shares (%)
Up to 500	9,612	8,00,820	95.18	17.60
501-1000	245	1,91,996	2.43	4.22
1001-2000	121	1,76,024	1.20	3.87
2001-3000	49	1,19,922	0.48	2.63
3001-4000	20	71,023	0.20	1.56
4001-5000	13	59,727	0.13	1.31
5001-10000	22	1,58,485	0.21	3.48
10001& above	17	29,73,123	0.17	65.33
<b>Total</b>	<b>10,099</b>	<b>45,51,120</b>	<b>100.00</b>	<b>100.00</b>

**j) Dematerialization of shares and liquidity:**

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

As on 31<sup>st</sup> March, 2015, 4,375,502 (96.14%) Number of Shares are in demat form.

**k) Outstanding GDR / 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.

# THE INDIAN CARD CLOTHING COMPANY LIMITED

**l) Plant Location:**

Pimpri Works

Mumbai-Pune Road,  
Pimpri, Pune – 411 018,  
Maharashtra, India.  
Tel.: (020) 39858200  
Fax: (020) 39858300

Nalagarh (HP) Works

Village Manjholi,  
Nalagarh Roper Road, Tehsil Nalagarh,  
Dist. Solan 174 101,  
Himachal Pradesh  
Tel.: (01795) 393401 / 429  
Fax: (01795) 393440

**m) Financial Calendar of the Company relating to future immediate reporting:**

The Financial year covers the period from 1<sup>st</sup> April 2015 to 31<sup>st</sup> March 2016 and the calendar of the Company relating to future immediate reporting is given below:

Quarter ending 30th June, 2015	Upto 14 <sup>th</sup> August, 2015
Half Year ending 30th September, 2015	Upto 14 <sup>th</sup> November, 2015
Quarter ending 31st December, 2015	Upto 14 <sup>th</sup> February, 2016
Year ending 31 <sup>st</sup> March, 2016	Upto 30 <sup>th</sup> May, 2016
Annual General Meeting for the year ended March 31, 2016.	Upto 30 <sup>th</sup> September, 2016

**n) Unclaimed Dividend:**

All unclaimed/unpaid dividend amounts for the financial year 2006-07 have been transferred to Investor Education & Protection Fund and no claims will lie against the Company or the Fund in respect of the unclaimed amounts so transferred.

The unclaimed dividend in respect of the financial year 2007-08 declared on 12<sup>th</sup> August, 2008 can be claimed by the shareholders on or before 10<sup>th</sup> September, 2015.

**o) Address for Correspondence:**

**Registered Office:**

The Indian Card Clothing Company Limited  
Mumbai – Pune Road, Pimpri,  
Pune – 411 018.

The Management Discussion & Analysis is annexed to the Directors Report, forming part of the Annual Report.

## AUDITORS' CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To

The Members of

**The Indian Card Clothing Company Limited**

1. We have examined the compliance of conditions of Corporate Governance by The Indian Card Clothing Company Limited for the year ended 31 March, 2015, as stipulated in clause 49 of the Listing Agreement of the Company with Stock Exchanges in India.
2. The compliance of conditions of Corporate Governance is the responsibility of the Company's 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.
3. In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
4. 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 B. K. Khare & Co.**

Chartered Accountants

**Firm's Registration Number 105102W**

**H. P. Mahajani**

**Partner**

Membership Number: 30168

Place : Mumbai

Date : May 22, 2015

**ATTACHMENT – I TO THE CORPORATE GOVERNANCE REPORT**

**CERTIFICATION OF MANAGING DIRECTOR & CHIEF FINANCIAL OFFICER**

May 22, 2015

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

Madam / Sirs,

This is to certify that:

- A. We have reviewed financial statements and the cash flow statement for year ended 31<sup>st</sup> March, 2015 and that to the best of our knowledge and belief:
- i) these statements do not contain any material untrue statement of fact or omit to state any material fact or contain any statement that 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 quarter which are fraudulent, illegal or violative of the Company's code of conduct;
- C. 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 year ended 31<sup>st</sup> March, 2015.
- D. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of 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 in internal controls during the period;
  - ii) significant changes in accounting policies during the period and that the same have been disclosed in the notes to the financial statements; and
  - iii) instances of significant fraud of which we have become aware and the involvement therein, if any, 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,**

**Mehul K. Trivedi**  
Managing Director  
(DIN : 00030481)

**K.N. Suvarna**  
Chief Financial Officer

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## INDEPENDENT AUDITORS' REPORT

To the Members of

**The Indian Card Clothing Company Limited**

Report on the Standalone Financial Statements

1. We have audited the accompanying financial statements of The Indian Card Clothing Company Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2015, and the Statements of Profit and Loss and Cash Flow for the year then ended, and a summary of the significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

2. 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 financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

### Auditor's Responsibility

3. Our responsibility is to express an opinion on these standalone financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone 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 state of affairs of the Company as at March 31, 2015, and its loss and its cash flows for the year ended on that date.

### Report on Other Legal and Regulatory Requirements

9. As required by the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
10. 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 purpose 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 and Cash Flow dealt with by this Report are in agreement with the books of account.
- d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
- e. On the basis of written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act.
- f. 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 (as amended), 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 31 (iii) to the financial statements.
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
  - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

**For B. K. Khare & Co.**

Chartered Accountants

Firm's Registration Number 105102W

**H. P. Mahajani**

Partner

Membership Number-30168

Place : Mumbai

Date : May 22, 2015

## THE INDIAN CARD CLOTHING COMPANY LIMITED

### Annexure to the Independent Auditor's Report referred to in our report of even date:

- i. (a) The Company is maintaining proper records showing full particulars, including quantitative details and situation, of fixed assets.  
(b) The Company has a program for physical verification of fixed assets at periodic intervals. In our opinion, the period of verification is reasonable having regard to the size of the Company and the nature of its assets. Discrepancies reported on such verification have been properly dealt in the accounts.
- ii. (a) The Company has conducted physical verification of inventories at reasonable intervals during the year. In our opinion, the frequency of such verification is reasonable.  
(b) The procedures for the physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.  
(c) The Company is maintaining proper records of inventory. Discrepancies noticed on verification between the physical stocks and the book records were not material and have been appropriately dealt with in the books of account.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3(iii), (iii)(a) and (iii)(b) of the said Order are not applicable to the Company.
- iv. In our opinion, and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business for the purchase of inventory and fixed assets and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither come across, nor have been informed of, any continuing failure to correct major weaknesses in the aforesaid internal control system.
- 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.
- vi. We have broadly reviewed the books of accounts maintained by the Company relating to the manufacture of card clothing products pursuant to the rules made by the Central Government for the maintenance of cost records under Section (1) of Section 148 of the companies Act, 2013 and are of the opinion that prima facie prescribed accounts and records have been maintained. We have not, however, made a detailed examination of the records with a view to determine whether they are accurate and complete.
- vii (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing undisputed statutory dues in respect of Employees Provident Fund and Employee's State Insurance Corporation and is regular in depositing undisputed statutory dues, including provident fund, Employees' state insurance, and Profession Tax as applicable, with the appropriate authorities. There are no arrears of undisputed statutory dues as at the last day of financial year concerned for a period of more than six months from the date they become payable.  
(b) There are no dues of income-tax, sales-tax, wealth-tax, service-tax, duty of customs, and duty of excise or value added tax or cess which have not been deposited on account of any dispute.  
(c) The amount required to be transferred to Investor Education and Protection Fund has been transferred within the stipulated time in accordance with the provisions of the Act and the rules made thereunder.
- viii. The Company does not have accumulated losses at the end of the financial year and it has not incurred cash losses in the current and immediately preceding financial year.
- ix. According to the information and explanations given to us and based on the documents and records produced before us, the Company has not defaulted in repayment of dues to financial institutions or banks or debentureholders.

- x In our opinion, and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of Clause 3(x) of the Order are not applicable to the Company.
- xi. In our opinion, the term loans obtained, prima facie, have been applied for the purpose for which loans have been obtained.
- xii. 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 any instance of material fraud on or by the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.

**For B. K. Khare & Co.**

Chartered Accountants

Firm's Registration Number 105102W

**H. P. Mahajani**

Partner

Membership Number-30168

Place : Mumbai

Date : May 22, 2015

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015

(Rs Lac )

Particulars	Note No.	As at 31-March-2015	As at 31-March-2014
<b>I EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	1	455.11	455.11
(b) Reserves and surplus	2	8,079.23	8,599.11
<b>2 Share application money pending allotment</b>			
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings	3	167.78	247.78
(b) Deferred tax liabilities (Net)		--	--
(c) Other Long term liabilities	4	1,195.93	1,383.89
(d) Long-term provisions	5	113.75	63.32
<b>4 Current liabilities</b>			
(a) Short-term borrowings	6	1,021.47	826.62
(b) Trade payables	7	229.83	473.41
(c) Other current liabilities	8	704.67	857.66
(d) Short-term provisions	9	154.45	200.55
<b>TOTAL</b>		<u><u>12,122.23</u></u>	<u><u>13,107.45</u></u>
<b>II ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets			
(i) Tangible assets	10	5,699.33	6,400.56
(ii) Intangible assets	10	2.29	2.43
(iii) Capital work-in-progress		269.26	344.81
(iv) Intangible assets under development			
(b) Non-current investments	11	1,840.19	1,390.19
(c) Deferred tax assets (net)	36	84.23	1.77
(d) Long-term loans and advances	12	549.85	477.42
<b>2 Current assets</b>			
(a) Current investments	13	837.81	1,492.89
(b) Inventories	14	1,315.35	1,331.63
(c) Trade receivables	15	904.83	1,265.48
(d) Cash and cash equivalents	16	497.02	241.36
(e) Short-term loans and advances	17	114.96	151.80
(f) Other current assets	18	7.11	7.11
<b>TOTAL</b>		<u><u>12,122.23</u></u>	<u><u>13,107.45</u></u>

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS 25 - 40

As per our report attached

**B. K. KHARE & CO.,**  
Chartered Accountants  
FRN-105102W  
By the hand of

**K.K.TRIVEDI**  
Chairman Emeritus

**PRASHANT K.TRIVEDI**  
Chairman

**M.K. TRIVEDI**  
Managing Director

**H. P. MAHAJANI**  
Partner  
M.NO. 30168

**HEMRAJ C. ASHER**  
Director

**J.M.KOTHARY**  
Director

**SUDHIR MERCHANT**  
Director

Date : May 22, 2015  
Place : Mumbai

**SANGEETA S. PANDIT**  
Director

**K.N. SUVARNA**  
Chief Financial Officer

**AMOGH BARVE**  
Company Secretary

**PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015** (Rs Lac)

Particulars	Note No.	Current Year 31-March-2015	Previous Year 31-March-2014
I Gross Revenue from operations	19	7,345.89	7,592.07
Less : Excise duty		562.13	667.99
<b>Net Income from Operations</b>		<b>6,783.76</b>	<b>6,924.08</b>
II Other income	20	321.90	543.25
<b>III Total Revenue (I + II)</b>		<b>7,105.66</b>	<b>7,467.33</b>
<b>IV Expenses :</b>			
Cost of material consumed		2,270.79	2,173.78
Purchases of Stock-in-Trade		63.89	53.99
Changes in inventories of finished goods work-in-progress and stock-in-Trade		(106.20)	162.99
Employee benefits expense	21	2,118.76	1,740.37
Finance cost	22	111.92	149.61
Depreciation and amortization expense		1,011.68	742.32
Other expenses	23	2,100.07	2,109.47
<b>Total Expenses</b>		<b>7,570.91</b>	<b>7,132.53</b>
<b>V Profit before exceptional and extraordinary items and tax (III - IV)</b>		<b>(465.25)</b>	334.80
VI Exceptional items	24	--	(25.66)
<b>VII Profit before extraordinary items and tax (V + VI)</b>		<b>(465.25)</b>	309.14
VIII Extraordinary Items Income / (Expense)		--	--
<b>IX Profit before tax (VII - VIII)</b>		<b>(465.25)</b>	309.14
X Tax Expense :			
(1) Current tax / (MAT)		--	69.38
Less :MAT Credit Entitlement		--	(69.38)
(2) Deferred tax		(82.45)	72.89
<b>XI Profit (Loss) for the period</b>		<b>(382.80)</b>	<b>236.25</b>
XII Earnings per equity share			
(1) Basic		(8.41)	5.19
(2) Diluted		(8.41)	5.19

See accompanying notes to the financial statements

As per our report attached

**B. K. KHARE & CO.,**  
Chartered Accountants  
FRN-105102W  
By the hand of

**K.K.TRIVEDI**  
Chairman Emeritus

**PRASHANT K.TRIVEDI**  
Chairman

**M.K. TRIVEDI**  
Managing Director

**H. P. MAHAJANI**  
Partner  
M.NO. 30168

**HEMRAJ C. ASHER**  
Director

**J.M.KOTHARY**  
Director

**SUDHIR MERCHANT**  
Director

Date : May 22, 2015  
Place : Mumbai

**SANGEETA S. PANDIT**  
Director

**K.N. SUVARNA**  
Chief Financial Officer

**AMOGH BARVE**  
Company Secretary

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

(Rs Lac)

Particulars	As at 31-March-2015	As at 31-March-2014
<b>A CASH FLOW FROM OPERATION ACTIVITIES :</b>		
Net Profit before tax and extraordinary items	(465.25)	309.14
Depreciation	1,011.68	742.32
Foreign Exchange (gain) / loss	(107.28)	91.01
Interest / Dividend Income	(86.39)	(64.36)
(Profit) / Loss on sale of Fixed Assets	(14.80)	(14.42)
(Profit) / Loss on sale of Investments	(92.79)	(397.74)
Provision for leave encashment and gratuity & Other	22.94	19.92
Provision for bad/doubtful debts / Advances written back	0.00	18.14
Interest paid	111.92	149.61
	<u>845.28</u>	<u>544.48</u>
<b>Operating Profit before Working Capital changes</b>	<b>380.03</b>	<b>853.62</b>
Trade and other receivables	504.81	(394.03)
Inventories	16.28	327.98
Trade and other payables	(389.39)	(62.92)
Direct Taxes paid	(97.30)	(155.52)
	<u>34.40</u>	<u>(284.49)</u>
<b>Net cash generated from / (used in) operating activities</b>	<b>414.43</b>	<b>569.13</b>
<b>B CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(294.16)	(193.01)
Sale of Fixed Assets	58.70	53.93
Purchase of Investments	(395.14)	(2,130.71)
Proceeds from Sale of Investments	684.98	2,450.36
Interest/Dividend received	86.39	64.36
<b>Net cash generated from / (used in) investing activities</b>	<b>140.77</b>	<b>244.93</b>
<b>C CASH FLOW FROM FINANCING ACTIVITIES :</b>		
Short Term Borrowings	194.85	(266.89)
Long Term Borrowings	(80.00)	47.78
Security Deposits	(139.88)	(127.82)
Dividend paid	(136.53)	(136.53)
Tax on dividend	(23.20)	(23.20)
Interest paid	(114.77)	(149.61)
<b>Net cash generated from / (used in) financing activities</b>	<b>(299.54)</b>	<b>(656.28)</b>
<b>Net increase/(decrease) in cash and cash equivalents (A+B+C)</b>	<b>255.66</b>	<b>157.78</b>
<b>Cash and Cash equivalents</b>		
Beginning of the year :		
Cash and Bank balances	241.36	83.58
	<u>241.36</u>	<u>83.58</u>
End of the year :		
Cash and Bank balances	497.02	241.36
	<u>497.02</u>	<u>241.36</u>
<b>Increase/(decrease) in cash and cash equivalents</b>	<b>255.66</b>	<b>157.78</b>

**Notes on Cash Flow Statement :**

1. Above statement has been prepared following the indirect method as set out in Accounting Standard 3 "Cash Flow Statements"
2. Cash and cash equivalents represent cash and bank balances and bank overdrafts.
3. Previous year's figures have been regrouped wherever necessary to confirm to current year's grouping.

As per our report attached

**B. K. KHARE & CO.,**  
Chartered Accountants  
FRN-105102W  
By the hand of

**K.K.TRIVEDI**  
Chairman Emeritus

**PRASHANT K.TRIVEDI**  
Chairman

**M.K. TRIVEDI**  
Managing Director

**H. P. MAHAJANI**  
Partner  
M.NO. 30168

**HEMRAJ C. ASHER**  
Director

**J.M.KOTHARY**  
Director

**SUDHIR MERCHANT**  
Director

Date : May 22, 2015  
Place : Mumbai

**SANGEETA S. PANDIT**  
Director

**K.N. SUVARNA**  
Chief Financial Officer

**AMOGH BARVE**  
Company Secretary

# 61<sup>st</sup> ANNUAL REPORT 2014-15

## NOTES FORMING PART OF THE ACCOUNTS : 31<sup>ST</sup> MARCH, 2015

(Rs Lac)

NOTES	As at 31-March-2015	As at 31-March-2014
<b>1 Share Capital</b>		
Authorised share Capital		
50,00,000 Equity shares of Rs. 10 each	<b>500.00</b>	500.00
Issued, subscribed and fully paid-up	<b>455.11</b>	455.11
45,51,120 (45,51,120) Equity shares of Rs. 10/- each, fully paid -up		
All equity shares have equal rights and restrictions on distribution of dividends and the repayment of capital.		
26,10,066 Equity shares are held by the holding company - Multi Act Industrial Enterprises Ltd.		
<b>2 Reserves and surplus</b>		
<b>(a) Securities Premium Reserve</b>	<b>910.22</b>	910.22
<b>(b) General reserve</b>		
Opening balance	<b>1,644.48</b>	1,619.48
Add : Transfer from current year's profit	--	25.00
Closing balance	<b>1,644.48</b>	1,644.48
<b>(c) Surplus in Statement of Profit and Loss</b>	<b>5,524.53</b>	6,044.41
<b>Total Reserves &amp; Surplus</b>	<b>8,079.23</b>	8,599.11
<b>Surplus in Statement of Profit and Loss</b>		
Profit and Loss Account - Opening Balance	<b>6,044.41</b>	5,988.84
Add : Current year's net profit after tax	<b>(382.80)</b>	236.25
Less : Transfer to General reserve	--	(25.00)
Less : Appropriation towards Interim dividend payment with tax thereon	--	--
Less : Appropriation towards Proposed dividend including Dividend Tax	<b>(137.07)</b>	(155.68)
<b>Profit and Loss Account - Closing balance</b>	<b>5,524.53</b>	6,044.41
<b>3 Long-Term Borrowings</b>		
Term loans - Secured from banks	<b>167.78</b>	247.78
(secured by charge on land, building and plant and machinery. Rate of interest is 12.10%)		
Term loan is repayable in equal quarterly instalment of Rs. 20 lac in five years.		
<b>TOTAL LONG TERM BORROWINGS</b>	<b>167.78</b>	247.78
<b>4 Other Long Term Liabilities</b>		
Security deposits	<b>1,195.93</b>	1,383.89
<b>TOTAL</b>	<b>1,195.93</b>	1,383.89
<b>5 Long-term Provisions</b>		
Provision for employee benefits	<b>113.75</b>	63.32
<b>TOTAL</b>	<b>113.75</b>	63.32
<b>6 Short-term borrowings</b>		
Loans repayable on demand from banks - Secured	<b>505.81</b>	310.96
Secured by hypothecation of inventory and book debts and pledge of mutual fund units, rate of interest is 12.10%	--	--
Buyer's Credit - Unsecured	<b>515.66</b>	515.66
Repayable with half - yearly interest		
<b>TOTAL</b>	<b>1,021.47</b>	826.62
<b>7 Trade Payables</b>		
(a) Trade payables	<b>160.16</b>	287.11
(b) Accrued Expenses	<b>69.67</b>	186.30
<b>TOTAL</b>	<b>229.83</b>	473.41

Suppliers who are covered under MSMED Act. 2006, have been identified to the extent of information available with the company. The principal balance due to Micro and small enterprises as at 31st March, 2015 is Rs. Nil, previous year Nil. Further no interest has been paid or is payable under the Act.

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## NOTES FORMING PART OF THE ACCOUNTS : 31<sup>ST</sup> MARCH, 2015

(Rs Lac)

### NOTES

**As at**  
**31-March-2015**      **As at**  
**31-March-2014**

#### 8 Other current liabilities

(a) Current maturities of long-term debt	<b>80.00</b>	280.00
(b) Current Maturities of Security Deposits received	<b>175.90</b>	127.82
(c) Other Current liabilities	--	--
Payable to employees	<b>263.74</b>	214.67
Provident fund and ESI payable	<b>16.79</b>	14.97
(d) Advance from customers	<b>140.76</b>	187.19
(e) Unpaid dividends	<b>24.77</b>	27.45
(f) Interest accrued but not due on borrowing	<b>2.71</b>	5.56
<b>TOTAL</b>	<b><u>704.67</u></b>	<b><u>857.66</u></b>

#### 9 Short-term provisions

(a) Provision for employee benefits.	<b>17.38</b>	44.87
(b) Proposed dividend including Dividend Dist. Tax	<b>137.07</b>	155.68
<b>TOTAL</b>	<b><u>154.45</u></b>	<b><u>200.55</u></b>

#### 10 Fixed Assets

Tangible assets	Gross at 1 April 2014	Additions	Deductions/ Adjustment	Gross at 31 Mar 2015	Depreciation at 1 April 2014	Depreciation for year	Deductions/ Adjustment	Depreciation at 31 Mar 2015	Net Value at 1 April 2014	Net Value at 31 Mar 2015
(a) Land	807.97	--	--	807.97	--	--	--	--	807.97	807.97
(b) Buildings	4,551.56	78.41	--	4,629.97	1,646.46	282.97	--	1,929.43	2,905.10	2,700.54
Card Clothing	2,348.08	10.33	--	2,358.41	1,147.79	203.43	--	1,351.22	1,200.29	1,007.19
Realty	2,203.48	68.08	--	2,271.56	498.67	79.54	--	578.21	1,704.81	1,693.35
(c) Plant and Equipment	4,745.95	168.89	63.20	4,851.64	2,642.87	450.98	34.88	3,058.97	2,103.08	1,792.67
(d) Furniture and Fixtures	241.84	32.96	5.06	269.74	126.40	36.97	1.90	161.47	115.44	108.27
(e) Vehicles	246.88	7.80	26.25	228.43	148.31	43.45	23.64	168.12	98.57	60.31
(f) Office equipments & Computers	430.78	33.15	69.40	394.53	353.30	60.05	44.09	369.26	77.48	25.27
(g) Electrical Installation	619.03	42.78	--	661.81	326.11	131.40	--	457.51	292.92	204.30
<b>Total</b>	<b>11,644.01</b>	<b>363.99</b>	<b>163.91</b>	<b>11,844.09</b>	<b>5,243.45</b>	<b>1,005.82</b>	<b>104.51</b>	<b>6,144.76</b>	<b>6,400.56</b>	<b>5,699.33</b>

Tangible assets	Gross at 1 April 2013	Additions	Deductions/ Adjustment	Gross at 31 Mar 2014	Depreciation at 1 April 2013	Depreciation for year	Deductions/ Adjustment	Depreciation at 31 Mar 2014	Net Value at 1 April 2013	Net Value at 31 Mar 2014
(a) Land	807.97	--	--	807.97	0	0	0	--	807.97	807.97
(b) Buildings	4,555.84	0.17	4.45	4,551.56	1,430.06	219.59	3.19	1,646.46	<b>3,125.78</b>	<b>2,905.10</b>
(c) Plant and Equipment	3,277.95	1,504.82	36.82	4,745.95	2,271.60	374.78	3.51	2,642.87	1,006.35	2,103.08
(d) Furniture and Fixtures	224.36	17.48	--	241.84	102.94	23.46	0	126.40	<b>121.42</b>	<b>115.44</b>
(e) Vehicles	273.34	--	26.46	246.88	133.17	35.31	20.17	148.31	140.17	98.57
(f) Office Equipment & Computers	385.14	45.73	0.09	430.78	309.91	43.48	0.09	353.30	75.23	77.48
(g) Electrical Installation	596.07	22.96	--	619.03	280.41	45.70	0	326.11	315.66	292.92
<b>Total</b>	<b>10,120.67</b>	<b>1,591.16</b>	<b>67.82</b>	<b>11,644.01</b>	<b>4,528.09</b>	<b>742.32</b>	<b>26.96</b>	<b>5,243.45</b>	<b>5,592.58</b>	<b>6,400.56</b>

Intangible assets	Gross at 1 April 2014	Additions	Deductions/ Adjustment	Gross at 31 Mar 2015	Depreciation at 1 April 2014	Depreciation for year	Deductions/ Adjustment	Depreciation at 31 Mar 2015	Net Value at 1 April 2014	Net Value at 31 Mar 2015
(a) Computer software	23.66	5.72	--	29.38	21.23	5.86	--	27.09	2.43	2.29
<b>Total</b>	<b>23.66</b>	<b>5.72</b>	<b>--</b>	<b>29.38</b>	<b>21.23</b>	<b>5.86</b>	<b>--</b>	<b>27.09</b>	<b>2.43</b>	<b>2.29</b>
Capital Work-in- Progress	344.81	17.79	93.34	269.26	--	--	--	--	344.81	269.26
<b>Total</b>	<b>12,012.48</b>	<b>387.50</b>	<b>257.25</b>	<b>12,142.73</b>	<b>5,264.68</b>	<b>1,011.68</b>	<b>104.51</b>	<b>6,171.85</b>	<b>6,747.80</b>	<b>5,970.88</b>



NOTES FORMING PART OF THE ACCOUNTS : 31<sup>ST</sup> MARCH, 2015

(Rs Lac)

NOTES	As at 31-March-2015	As at 31-March-2014
<b>11 Non-current investments</b>		
(a) Investments in debentures or bonds, un-quoted		
REC tax free bonds (6124 units of Rs. 1,000 each)	61.24	61.24
NHAI Capital Gain Bonds (Previous year 500 units of Rs. 10,000 each)	--	50.00
NHAI Tax Free Bonds (7417 units of Rs. 1,000 each)	74.17	74.17
<b>(b) Investments in Mutual Funds, Un-quoted</b>		
HDFC FMP 372 Day (50,00,000 units of Rs. 10 each)	--	500.00
HDFC INCOME FUND, GROWTH OPTION (702476.58 units of Rs. 28.47 each)	200.00	200.00
HDFC FMP 369 Days (50,00,000 units of Rs. 10 each)	500.00	--
HDFC FMP 367 Days (50,00,000 units of Rs. 10 each)	500.00	--
HDFC Property Fund - HDFC India Real Estate Fund (Current year 13688 units of Rs.1000 each, previous year 13688 units)	136.88	136.88
<b>(c) Investments in Equity Shares - Un-quoted</b>		
Orbis Capital Limited (15,44,000 Shares of Face value Rs. 10/- per share)	200.00	200.00
<b>(d) Investments in subsidiaries, un-quoted</b>		
Garnett Wire Ltd. (210,000 shares of GBP 1 per share)	136.39	136.39
ICC International Agencies Ltd. (500,000 shares of Rs. 10 per share)	31.28	31.28
Shivraj Sugar and Allied Products P. Ltd. (940 shares of Rs. 100 per share)	0.23	0.23
<b>TOTAL</b>	<u>1,840.19</u>	<u>1,390.19</u>
<b>12 Long-term loans and advances</b>		
(i) Long-term loans and advances - Unsecured		
(a) Capital Advances;	2.62	24.46
(b) Security Deposits;	79.17	82.39
(c) Loans and advances to related parties Multi Act Constructions Pvt. Ltd. - Security deposit	240.00	240.00
(d) Other loans and advances Housing loan to employees	1.85	1.66
(e) Advance income tax paid including MAT Credit (net of provision)	226.21	128.91
<b>TOTAL</b>	<u>549.85</u>	<u>477.42</u>
<b>13 Current Investments at cost</b>		
(a) Investments in Equity Instruments - Quoted MPS Ltd. (Current year Nil, previous year 4800 Shares of Rs. 10/- each)	--	9.74

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## NOTES FORMING PART OF THE ACCOUNTS : 31<sup>ST</sup> MARCH, 2015

(Rs Lac)

NOTES	As at 31-March-2015	As at 31-March-2014
Bosch Limited (Current year Nil, previous year 500 Shares of Rs. 10/- each)	--	19.74
Plastiblends India Ltd. (Current year Nil, previous year 5,000 Shares of Rs. 10/- each)	--	2.79
Voith Paper Fabi Ltd. (Current year Nil, previous year 5,000 Shares of Rs. 10/- each)	--	9.91
<b>(b) Investments in Mutual Funds;</b>		
HDFC - Short Term plan (Current year 102,916 unit of Rs. 10/- each, previous year 102,916)	<b>20.00</b>	20.00
HDFC SHORT TERM PLAN, GROWTH OPTION (1294303 unit of Rs.23.1785 each)	<b>300.00</b>	300.00
HDFC - Cash Management Daily Dividend (Current Year 5077429 Units at Rs. 10.1982 Per unit, Previous year 11087323.64 Units)	<b>517.81</b>	1,130.71
<b>TOTAL</b>	<b><u>837.81</u></b>	<b><u>1,492.89</u></b>
(a) Aggregate amount of quoted investments	--	42.18
(b) Aggregate amount market value thereof;	--	90.79
<b>14 Inventories</b>		
(a) Raw materials;	<b>250.68</b>	355.80
(b) Work-in-progress;	<b>419.01</b>	574.91
(c) Finished goods;	<b>519.72</b>	263.42
(d) Stock-in-trade	<b>13.38</b>	7.58
(e) Stores and spares;	<b>112.56</b>	129.92
<b>TOTAL</b>	<b><u>1,315.35</u></b>	<b><u>1,331.63</u></b>
<b>15 Trade Receivables - Unsecured</b>		
(a) Considered good;	<b>904.83</b>	1,244.66
(b) Unsecured considered good, above six months	--	20.82
(c) Considered doubtful, above six months	<b>33.62</b>	41.61
Less : Provision for doubtful debts	<b>(33.62)</b>	(41.61)
<b>TOTAL</b>	<b><u>904.83</u></b>	<b><u>1,265.48</u></b>
<b>16 Cash and cash equivalents</b>		
(a) Balances with banks;	<b>36.01</b>	2.97
(b) Cash on hand;	<b>2.17</b>	0.26
(c) Earmarked balances with banks	<b>24.77</b>	27.45
(d) Bank deposits with more than 12 months maturity	<b>434.07</b>	210.68
<b>TOTAL</b>	<b><u>497.02</u></b>	<b><u>241.36</u></b>
<b>17 Short-term loans and advances</b>		
(a) Balance with Excise Authorities	<b>42.48</b>	101.56
(b) Unsecured, considered good;		
Prepaid expenses	<b>61.16</b>	49.48
Prepayment of indirect taxes	--	--
Other Advances	<b>11.32</b>	0.76
(c) Doubtful	<b>10.78</b>	10.78
(d) Allowance for bad and doubtful loans and advances	<b>(10.78)</b>	(10.78)
<b>TOTAL</b>	<b><u>114.96</u></b>	<b><u>151.80</u></b>

NOTES FORMING PART OF THE ACCOUNTS : 31<sup>ST</sup> MARCH, 2015

(Rs Lac)

NOTES	As at 31-March-2015	As at 31-March-2014
<b>18 Other current assets</b>		
Fixed assets held for disposal.	7.11	7.11
<b>TOTAL</b>	<u>7.11</u>	<u>7.11</u>
<b>19 Revenue from operations</b>		
(a) Sale of products	6,276.11	6,637.39
(b) Sale of services	140.10	83.19
(c) Other operating revenues	929.68	871.49
<b>Sub-Total</b>	7,345.89	7,592.07
<b>Less :</b>		
(d) Excise duty	562.13	667.99
<b>TOTAL</b>	<u>6,783.76</u>	<u>6,924.08</u>
<b>20 Other Income</b>		
(a) Interest Income	39.79	33.42
(b) Dividend Income;	46.60	30.94
(c) Net gain on sale of investments	92.79	397.74
(d) Excess provision written-back	20.64	41.07
(e) Exchange gain	107.28	--
(f) Profit on sale of Assets	14.80	40.08
<b>TOTAL</b>	<u>321.90</u>	<u>543.25</u>
<b>21 (a) Employee Benefits Expense</b>		
(i) Salaries and wages	1,709.36	1,393.39
(ii) Contribution to provident and other funds	199.14	111.38
(iii) Provision for gratuity and leave encashment	22.94	19.92
(iv) Insurance Personal and accident	23.81	23.94
(v) Staff welfare expenses	163.51	191.74
<b>TOTAL</b>	<u>2,118.76</u>	<u>1,740.37</u>
<b>22 Finance Costs</b>		
(a) Interest expense;	102.29	142.59
(b) Other borrowing cost	9.63	7.02
<b>TOTAL</b>	<u>111.92</u>	<u>149.61</u>
<b>23 Other Expenses</b>		
Stores and spare parts consumed	128.86	119.91
Power and fuel	366.94	435.18
Rent	48.49	44.43
Insurance	9.10	8.53
Rates and taxes	73.36	102.13
Repairs to building	31.47	25.77
House Keeping Exp.	95.06	89.62
Repairs to plant and machinery	336.25	256.76
Freight and clearing charges	104.13	79.79
Traveling expenses	189.62	187.98
Communication expenses	34.04	27.92
Commission on sales	199.52	169.79
Provision for doubtful debts / advances	--	18.14
Exchange Loss	--	91.01
Computer and software maintenance	14.94	13.97

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## NOTES FORMING PART OF THE ACCOUNTS : 31<sup>ST</sup> MARCH, 2015

(Rs Lac)

NOTES	As at 31-March-2015	As at 31-March-2014
Investment advisory fees	--	3.37
Legal and Professional fees	121.51	117.74
<b>Audit Fees</b>		
As Auditor	4.50	4.50
Other services	0.54	0.40
Reimbursement of expenses	0.16	0.22
Watch and Ward expenses	82.91	88.05
Directors sitting fees and commission	12.30	8.95
Other sundry expenses	246.37	215.31
<b>TOTAL</b>	<u>2,100.07</u>	<u>2,109.47</u>
<b>24 Exceptional Items</b>		
Impairment of Capital work-in-progress	--	(25.66)
<b>Net Exceptional Items</b>	--	(25.66)

### 25 Significant Accounting Policies:

#### 01) Basis of Preparation of Financial Statements

The financial statements have been prepared in accordance with the Generally Accepted Accounting Principles (GAAP) under the historical cost convention as a going concern and on accrual basis and are in conformity with mandatory accounting standards, as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

#### 02) Use of Estimates

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported period. Differences between the actual results and estimates are recognised in the period in which the results are known or materialised.

#### 03) Fixed Assets

Fixed assets are stated at cost (net of refundable taxes or levies) and include any other attributable cost for bringing the assets to working condition for their intended use. The cost of self-constructed fixed assets are capitalised at the expenditure including an appropriate share of overheads incurred directly for the specific asset.

#### 04) Depreciation

Depreciation on fixed assets is provided based on the useful life of the assets as prescribed in Schedule II of the Companies Act, 2013 and as assessed by management.

#### 05) Asset Impairment

Provision of impairment loss is recognised to the extent by which the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is determined on the basis of the present value of estimated future cash flows expected to rise from the continuing use of an asset and from its disposal at the end of its useful life.

#### 06) Investments

Investments classified as long term investments are carried at cost. However provision for diminution is made to recognise a decline, other than temporary in nature, in the carrying amount of such long- term investments. Investments classified as current investments are carried at lower of cost and fair value, computed category-wise.

**07) Inventories**

Inventories are valued at lower of net realisable value and cost, arrived at on the basis of weighted average cost comprising all cost of purchase, cost of conversion, other costs and where applicable excise duty, in bringing inventories to their present location and condition. Obsolescence is provided on the basis of standard norms.

**08) Employee Benefits****Long-Term Benefits****Provident Fund**

Liability on account of the company's obligation under the employee's provident fund, a defined contribution plan is charged to profit and loss account on the basis of actual liability basis calculated as a percentage of salary. Any shortfall in the agreed rate of return is provided for.

**Superannuation Fund**

Liability on account of the company's obligation under the employee's superannuation fund, a defined contribution plan is charged to profit and loss account on the basis of actual liability basis calculated as a percentage of salary.

**Gratuity**

Liability on account of company's obligation under the employee gratuity plan, a defined benefit plan, is provided on the basis of actuarial valuation.

Fair value of plan assets, being the fund balance on the balance sheet date with Life Insurance Corporation under group gratuity-cum-life assurance policy is recognised as asset.

Current service cost, interest cost and actuarial gains and losses are charged to profit and loss statement.

Past service cost/effect of any curtailment or settlement is charged/credited to the profit and loss statement, as applicable.

**Short-Term Benefits****Leave Encashment**

Liability on account of the company's obligation under the employee's leave policy is provided on actual basis in respect of leave earned but not availed based on the number of days of carry forward entitlement at each balance sheet date.

**Medical and Leave Travel Assistance benefits**

Liability on account of the company's obligation under the employee's medical reimbursement scheme and leave travel assistance is provided on actual basis.

**Bonus & Employee's Short Term Incentive Plan**

Liability on account of the company's obligation under the statutory regulations, agreement with trade union and employee incentive plan as applicable is provided on actual basis as per the relevant terms as determined.

**09) Provisions and Contingent Liabilities**

Provisions in respect of present obligations arising out of past events are made in the accounts when reliable estimates can be made of the amount of the obligation.

Contingent liabilities are disclosed by way of note to the financial statements, after careful evaluation by the management of the facts and legal aspects of the matter involved.

**10) Revenue Recognition**

Sales are accounted for on the basis of acknowledgements and are stated net of sales tax, freight, insurance and other charges recoverable from customers.

Income from leasing of buildings and related services is recognized at the rates prescribed over the tenure of the lease/service agreement.

Dividend on investments is recognised when the company's right to receive it is established.

**11) Borrowing Costs**

Borrowing costs attributable to the acquisition of fixed assets are capitalised till the date of substantial completion of the activities necessary to prepare the relevant asset for its intended use.

Other borrowing costs are charged to profit and loss statement in the year of incurrence.

**12) Foreign Currency Transactions**

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transactions.

Assets (other than fixed assets) and liabilities denominated in foreign currency are translated at the closing exchange rates.

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## 13) Income Tax

Current tax is provided on the basis of estimated tax liability, computed as per applicable provisions of the Income Tax Act, 1961.

Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

## 14) Earning per Share

Basic earnings per Share is calculated by dividing the net profit or loss for the year attributable to Equity Shareholders by the weighted average number of Equity Shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per Share is the net profit for the year after deducting preference dividends and any attributable tax thereto for the year. For the purpose of calculating diluted earnings per Share, the net profit or loss for the year attributable to Equity Shareholders and the weighted average number of Shares outstanding during the year is adjusted for the effects of all dilutive potential Equity Shares.

(Rs. Lac)

26 Stocks and Sales :	Opening Stocks		Closing Stocks		Sales	
	Qty.	Value Rs.Lac	Qty.	Value Rs.Lac	Qty.	Value Rs.Lac
Class of goods:						
Flexible and metallic card clothing sets	241	109.00	407	395.55	3,283	3,990.86
	(247)	(208.31)	(241)	(109.00)	(4,109)	(4,300.28)
Woollen, worsted, cotton waste and asbestos card clothing and raising fillets and sheets-meters	17,965	80.99	15,340	63.85	1,24,458	922.41
	(20,755)	(78.50)	(17,965)	(80.99)	(93,095)	(837.17)
Accura fixed flats - nos	13,287	73.43	8,017	60.32	45,848	746.71
	(8,651)	(49.87)	(13,287)	(73.43)	(51,609)	(746.63)
Trading goods		7.58		13.38		54.00
		(9.79)		(7.58)		(85.32)
<b>TOTAL</b>		<u>271.00</u>		<u>533.10</u>		<u>5,713.98</u>
		(346.47)		(271.00)		(5,969.40)

\* Quantity figures for card clothing sets and accura fixed flats have been stated with reference to principal items comprised in sale.

27 Raw materials including packing material consumed:	Qty	Rs.Lac
Steel (wires and strips ) - tonnes	917.02	1,435.89
	(1,101.90)	(1,671.19)
Industrial cloth and fabric - square metres	34.636	493.25
	(37,223)	(501.08)
Others		299.34
		(218.49)
<b>TOTAL</b>		<u>2,228.48</u>
		(2,390.76)

**NOTES FORMING PART OF THE ACCOUNTS : 31ST' MARCH, 2015.**

**28 Value of imported and indigenous raw materials including packing materials, stores and spare parts consumed and the percentage of each to the total consumption :**

	%	Rs.lac
Imported	8.53	201.03
	(15.62)	(398.30)
Indigenous	91.47	2,156.31
	(84.38)	(2,152.15)
<b>TOTAL</b>	<u>100.00</u>	<u>2,357.34</u>
	<u>(100.00)</u>	<u>(2,550.45)</u>

	Year ended 31-Mar-2015 Rs. Lac	Year ended 31-Mar-2014 Rs. Lac
<b>29 Value of Imports on C.I.F. basis:</b>		
Raw materials	232.23	177.66
Stores and spare parts	7.81	2.10
Capital goods	62.11	--
Trading goods	17.69	37.17
<b>30 Expenditure in foreign currency :</b>		
Travelling, commission, technical consultation and others	269.42	188.30
<b>31 i) Claims against the Company not acknowledged as debts</b>	--	40.00
ii) Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances)	1.74	25.38
iii) Contingent liability in respect of other matters	15.50	15.50
Income Tax Appeal for Disallowance of Rule 8D, A. Y. 2012-13	11.22	11.22

**32 Amount remitted in foreign currency on account of dividend to non-resident:**

Year to which dividend relates	Number of Shareholders	Number of Shares	Year ended 31-Mar-2015 Rs.lac	Year ended 31-Mar-2014 Rs.lac
Final Dividend 2013-14	1	26,10,066	78.30	--
Final Dividend 2012-13	1	26,10,066	--	91.35

**33 Earnings in foreign currency :**

Exports realisation on F.O.B. basis	1,433.02	1,412.25
Others (freight charges on exports)	0.79	1.05

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## NOTES FORMING PART OF THE ACCOUNTS : 31ST' MARCH, 2015

### 34 Employee Benefits : Post Retirement Benefit - Defined Contribution Plans

Disclosure on Retirement Benefits as required in Accounting Standard (AS 15) on 'Employees Benefits' are given below.

Particulars	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11
Current Service Cost	25,74,706	22,73,156	24,64,546	20,95,511	20,61,515
Interest Cost	38,50,077	42,26,640	44,28,508	39,92,302	39,46,017
Expected Return on the Plan Assets	(39,08,377)	(44,96,715)	(49,36,391)	(49,08,595)	(46,78,873)
Actuarial (Gain) / Loss recognized	46,88,236	(38,67,126)	29,53,241	78,63,156	(34,99,866)
Total Expenses	72,04,642	(18,64,045)	49,09,904	90,42,374	(21,71,207)

#### a) Net Assets / Liabilities

Particulars	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11
Present Value of Defined Benefit obligation at the year end	4,60,60,547	4,89,31,392	5,48,20,974	5,53,56,351	4,99,03,771
Fair value of Plan Asset as at the year end	4,29,94,016	5,30,57,787	5,71,57,557	5,83,56,257	5,75,47,438
Net Liability at the year end	30,66,531	(41,26,395)	(23,36,583)	(29,99,906)	(76,43,667)

#### b) Change in the Obligation

Particulars	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11
Present Value of Defined Benefit Obligation at the beginning of the year.	4,89,31,392	5,48,20,974	5,53,56,351	4,99,03,771	4,93,20,209
Current Service Cost	25,74,706	22,73,156	24,64,546	20,95,511	20,61,515
Interest Cost	38,50,077	42,26,640	44,28,508	39,92,302	39,46,017
Actuarial (Gain) / Losses	93,85,643	(38,67,126)	29,53,241	78,63,156	(34,99,866)
Benefit Payment	(1,41,65,465)	(85,22,252)	(1,03,81,672)	(84,98,389)	(19,24,104)
Present Value of Defined Benefit Obligation as at the end of the year.	5,0576,353	4,89,31,392	5,48,20,974	5,53,56,351	4,99,03,771

#### c) Actuarial Assumptions

Particulars	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11
Discount Rate	7.80%	9.20%	8.00%	8.00%	8.00%
Rate of Return on Plan Assets**	8.75%	8.50%	8.55%	8.47%	8.62%
Salary Escalation	3.00%	5.00%	5.00%	5.00%	5.00%

\*\* = EXPECTED RETURN ON PLAN ASSETS / (OP PLAN ASSET + CLO PLAN ASSET) / 2

#### d) Employees cost disclosed in Schedule 9

Particulars	31-Mar-15	31-Mar-14	31-Mar-13	31-Mar-12	31-Mar-11
Gratuity	40.92	32.56	49.29	90.31	(21.71)
Leave Encashment	85.16	(12.64)	40.18	8.26	30.78
Provident Fund	110.94	66.60	63.47	69.97	70.39

35 The total of research and development costs including depreciation charge to profit and loss Rs. 27.23 lac (previous year Rs.39.91 lac).



**NOTES FORMING PART OF THE ACCOUNTS : 31ST' MARCH, 2015.**

**36 Deferred Taxes**

The major components of deferred tax asset/(liability) are as follows

Particulars	<b>As on</b>	As on
	<b>31-Mar-15</b>	31-Mar-14
	<b>Rs. Lac</b>	Rs. Lac
a) Depreciation	9.02	(76.13)
b) Provision for doubtful debts/ advances	13.94	17.00
c) Technical know-how	0.66	0.88
d) Employee benefits	60.61	43.22
e) Business loss	0.00	16.82
Net deferred tax Asset / (Liability)	<u>84.23</u>	<u>1.78</u>

Defer tax Asset in respect of business loss and un-absorbed depreciation is recognised in view of sufficient taxable income in future on account of higher volume of sales and improved margin due to orders in hand and improved business condition.

**37 Disclosure of Foreign currency exposure**

Foreign currency exposure of monetary items as on 31st March 2015 which are not hedged by a derivative instrument or otherwise is as follows -

Nature of Monetary Item	Name of Currency	31-Mar-15		31-Mar-14	
		Foreign Currency	Rs Lac	Foreign Currency	Rs Lac
1. Import of Goods	USD	-	-	5,977	3.71
	GBP	-	-	-	-
	EUR	8,689	7.09	1,870	1.75
2. Export of Goods	USD	5,21,094	320.96	4,69,562	283.34
	GBP	3,960	3.71	7,298	7.37
	TRY	8,77,800	220.59	-	-
	EUR	2,568	2.15	2,568	2.15
3. Buyer's Credit	EUR	7,50,701	515.65	7,50,701	515.65
	EUR	-	-	-	-

**38. Related Party Disclosure**

- a) Controlling Company - Multi Act Industrial Enterprises Ltd., Mauritius
- b) Wholly Owned Subsidiaries controlled by the Company
  - i) ICC International Agencies Ltd.
- c) Other Subsidiary controlled by the Company
  - i) Garnett Wire Ltd., UK
  - ii) Shivraj Sugar and Allied Products Pvt Ltd.
- d) List of key management personnel :
  - i) Mehul K. Trivedi
- e) Enterprise over which any key management personnel and relative of such personnel is able to exercise significant influence
  - i) Multi Act Equity Research Services Pvt. Ltd.
  - ii) Multi Act Constructions Pvt. Ltd.
  - iii) Multi Act Realty Enterprises Pvt. Ltd.

**f) Transactions with related Parties**

Name of party	Nature of transaction	Year ended	Year ended
		31-Mar-15	31-Mar-14
		Rs.lac	Rs.lac
i) Multi Act Industrial Enterprises Ltd. Mauritius	Dividend paid	78.30	91.35
ii) Garnett Wire Ltd., UK	Sales	6.46	12.73
	Purchases	35.19	32.01

## THE INDIAN CARD CLOTHING COMPANY LIMITED

### NOTES FORMING PART OF THE ACCOUNTS : 31ST' MARCH, 2015.

Name of party	Nature of transaction	Year ended	Year ended
		31-Mar-15 Rs.lac	31-Mar-14 Rs.lac
	Amount receivable	3.72	7.21
	Amount payable	-	-
iii) ICC International Agencies Limited	Dividend Received	25.00	-
iv) Multi Act Equity Research Services Pvt. Ltd.	Investment Advisory fees	-	3.37
v) Multi Act Constructions Pvt. Ltd.	Rent paid	17.52	17.52
	Deposit Paid	240.00	240.00
vi) Multi Act Realty Enterprises Pvt. Ltd.	Rent Paid	7.20	10.70
vii) Directors & Relatives			
- Mr. K K Trivedi Chairman Emeritus	Sitting fees as Director	-	-
- Mr. Prashant K Trivedi - Chairman	Sitting fees as Director	2.25	0.75
- Mr. M K Trivedi - Managing Director (Also key management personnel)	Salary, commission and other perquisites.	46.80	47.49

(Amounts pertaining to related parties have not been written off or written back during the year)

### 39 Segment disclosure

A. Primary segment information	Card Clothing	Treasury	Realty	Others/ Unallocable	Total Rs.lac
i. Segment revenue					
External sales	5854.59 (6071.09)	0.00 0.00	0.00 0.00	0.00 0.00	5854.59 (6071.09)
Treasury and other income	159.05 (74.86)	127.58 (442.73)	939.44 (852.99)	25.00 (0.00)	1251.07 (1370.58)
Total revenue	6013.64 (6145.95)	127.58 (442.73)	939.44 (852.99)	25.00 0.00	7105.66 (7441.67)
ii. Segment Results					
Profit / (loss) before tax and interest	(1000.97) 462.08	109.70 (427.85)	585.71 (553.66)	(47.77) 60.68	(353.33) (458.75)
Interest expense	111.92 (149.61)	0.00 0.00	0.00 0.00	0.00 0.00	111.92 (149.61)
Profit / (loss) before tax	(1112.89) 611.69	109.70 (427.85)	585.71 (553.66)	(47.77) 60.68	(465.25) (309.14)
iii. Other Information					
Segment assets	7415.81 (8,191.95)	2510.10 (2,715.19)	1692.54 (1,873.56)	503.78 (326.75)	12122.23 (13,107.45)
Segment liabilities	2060.30 (2,366.69)	-	1365.74 (1,503.41)	161.84 (183.13)	3587.88 (4,053.23)
Capital expenditure during the year	166.69 (224.90)	0.00 0.00	121.75 0.00	0.00 0.00	288.44 (224.90)
Depreciation	813.70 (606.84)	0.00 0.00	197.56 (135.21)	0.42 0.00	1011.68 (742.05)

**NOTES FORMING PART OF THE ACCOUNTS : 31ST' MARCH, 2015.**

**B. Secondary Segment Information**

Rs. Lac

Geographical by location of customers

	Revenue	Assets
Domestic sales	4421.06	357.41
	(4,640.34)	(972.99)
Export sales	1433.02	547.42
	(1,412.25)	(292.49)

40. Figures in bracket are in respect of previous year. Previous year's figures have been regrouped / re-classified where-ever necessary to comply with requirements of revised Schedule VI.

As per our report attached

**B. K. KHARE & CO.,**  
Chartered Accountants  
FRN-105102W  
By the hand of

**K.K.TRIVEDI**  
Chairman Emeritus

**PRASHANT K.TRIVEDI**  
Chairman

**M.K. TRIVEDI**  
Managing Director

**H. P. MAHAJANI**  
Partner  
M.NO. 30168

**HEMRAJ C. ASHER**  
Director

**J.M.KOTHARY**  
Director

**SUDHIR MERCHANT**  
Director

Date : May 22, 2015  
Place : Mumbai

**SANGEETA S. PANDIT**  
Director

**K.N. SUVARNA**  
Chief Financial Officer

**AMOGH BARVE**  
Company Secretary

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## FORM 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

Sr. No.	Name of the Subsidiary	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	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	Investments	Turnover	Profit before taxation	Provision for taxation	Profit after taxation	Proposed Dividend	% of shareholding
1.	ICC International Agencies Ltd.	Same as holding Company's reporting period, i.e., from April 1, 2014 to March 31, 2015	Indian subsidiary and hence not applicable.	50.00	303.29	390.98	390.98	-	555.90	129.24	26.11	103.13	-	99.99%
2.	Garnet Wire Ltd., UK	Same as holding Company's reporting period, i.e., from April 1, 2014 to March 31, 2015	UK Pound	325.29	231.22	917.29	917.29	-	1,224.84	44.49	13.65	30.84	-	60.00%
3.	Shivraj Sugar and Allied Products Pvt. Ltd.	Same as holding Company's reporting period, i.e., from April 1, 2014 to March 31, 2015	Indian subsidiary and hence not applicable.	1.00	-	1.05	1.05	-	-	-	-	-	-	94.00%

**Notes :**

- Shivraj Sugar and Allied Products Pvt. Ltd. has not yet started the operations.
- None of the subsidiaries mentioned above have been sold or liquidated during the year 2014-15.

As per our report attached

**B. K. KHARE & CO.,**  
Chartered Accountants  
FRN-105102W

By the hand of

**H. P. MAHAJANI**  
Partner  
M.NO. 30168

**K. K. TRIVEDI**  
Chairman Emeritus

**PRASHANT K. TRIVEDI**  
Chairman

**M. K. TRIVEDI**  
Managing Director

**HEMRAJ C. ASHER**  
Director

**J. M. KOTHARY**  
Director

**SUDHIR MERCHANT**  
Director

**SANGEETA S. PANDIT**  
Director

**K. N. SUVARNA**  
Chief Financial Officer

**AMOGH BARVE**  
Company Secretary

Date : May 22, 2015  
Place : Mumbai

## INDEPENDENT AUDITORS' REPORT

To the Members of

### The Indian Card Clothing Company Limited

#### Report on the Consolidated Financial Statements

1. We have audited the accompanying consolidated financial statements of The Indian Card Clothing Company Limited ("the Company") and its subsidiaries, (hereinafter referred to as the "Group"), which comprise the consolidated Balance Sheet as at March 31, 2015, and the consolidated Statements of Profit and Loss and Cash Flow for the year then ended, and a summary of the significant accounting policies and other explanatory information.

#### Management's Responsibility for the Consolidated Financial Statements

2. 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 consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended). This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding 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 consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

#### Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit.
4. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.
5. We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.
6. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the consolidated financial statements.
7. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

#### Opinion

8. In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated 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 state of affairs of the Group as at March 31, 2015, and its loss and its cash flows for the year ended on that date.

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## Other Matter

9. We did not audit the financial statements of one subsidiary included in the consolidated financial statements, whose financial statements reflect total assets of Rs. 917.29 Lacs as at March 31, 2015, total revenues of Rs 122.48 lacs and net cash inflows amounting to Rs. 2.42 lacs for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion is based solely on the reports of the other auditors.

Our opinion on the consolidated 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.

## Report on Other Legal and Regulatory Requirements

10. As required by the Companies (Auditor's Report) Order, 2015, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (the "Order"), and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
11. As required by Section 143(3) of the Act, we report that:
- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - In our opinion proper books of account as required by law have been kept by the Group so far as it appears from our examination of those books.
  - The Balance Sheet, the Statement of Profit and Loss and Cash Flow dealt with by this Report are in agreement with the books of account.
  - In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (as amended);
  - On the basis of the written representations received from the directors as on March 31, 2015 taken on record by the Board of Directors of the Holding Company and respective subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31st March 31, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
  - 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 (as amended), in our opinion and to the best of our information and according to the explanations given to us:
    - The consolidated financial statements disclose the impact of pending litigations on Group's financial position – Refer Note 33(iii) to the consolidated financial statements
    - The Group did not have any long-term contracts including derivate contracts for which there were any material foreseeable losses.
    - There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary companies incorporated in India.

## For B. K. Khare & Co.

Chartered Accountants  
Firm's Registration Number 105102W

## H. P. Mahajani

Partner  
Membership Number-30168

Place : Mumbai  
Date : May 22, 2015

Annexure to the Independent Auditor's Report referred to in our report of even date:

- i. (a) The Holding Company and subsidiary companies incorporated in India (Group Companies in India), have maintained proper records showing full particulars, including quantitative details and situation of the fixed assets.
- (b) The fixed assets of the Holding Company and Group Companies in India have been physically verified by the Managements of the respective Companies in accordance with the planned programme of physical verification, which, in our opinion is reasonable having regard to the size of the Companies in the Group and the nature of their assets.
- ii. (a) The Management of the Holding Company as well as that of Group Companies in India has conducted physical verification of inventory during the year. In our opinion, the frequency of verification is reasonable;
- (b) The procedure of physical verification of inventory followed by the managements of the Group Companies in India is reasonable and adequate in relation to the size of the Group and the nature of its business.
- (c) The Group Companies in India are maintaining proper records of inventory. Discrepancies noticed of verification between the physical stocks and the book records were not material and have been appropriately dealt with in the books of account
- iii. The Group Companies in India have not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Act. Accordingly, provisions of the clause 3 (iii) (a), (b) of the Companies (Auditor's Report) Order, 2015 are not applicable and hence not commented upon.
- iv. In our opinion and according to the information and explanations given to us, we report that, the Group Companies in India are having an adequate internal control system commensurate with the size of the respective company and the nature of its business, for the purchase of inventory and fixed assets and for the sale of goods and services. On the basis of our examination of the books and records of the Group companies in India and according to the information and explanations given to us, we have neither come across, nor have we been informed of, any continuing failure to correct any major weaknesses in the aforesaid internal control system.
- v. The Group Companies in India have not accepted any deposits within the meaning of sections 73 to 76 and any other relevant provisions of the Companies Act, 2013 and rules framed thereunder to the extent notified.
- vi. We have broadly reviewed the books of accounts maintained by the Holding Company, pursuant to the rules made by the Central Government for the maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 and are of the opinion that prima facie, the Holding Company has made and maintained prescribed accounts and records. We have not, however, made a detailed examination of the records maintained as aforesaid.
- vii. (a) According to the records of the Group Companies in India and information and explanations given to us, the Group Companies in India are generally regular in depositing undisputed statutory dues including Provident fund, Employees' state insurance, Income tax, Sales tax, Wealth tax, Service tax, duty of customs, duty of excise, Value added tax, cess and any other applicable statutory dues with the appropriate authorities and according to the information and explanations given to us, there are no arrears of outstanding statutory dues as at the last day of financial year concerned for a period of more than six months from the date they become payable..
- (b) According to the information and explanations given to us and the records of the Group Companies in India examined by us, there are no dues of income-tax, sales-tax, wealth-tax, service-tax, duty of customs, and duty of excise or value added tax or cess which have not been deposited on account of any dispute.
- (c) The amount required to be transferred to Investor Education and Protection Fund by the Holding Company have been transferred within the stipulated time in accordance with the provisions of the Companies Act, 2013 and the rules made thereunder. There are no amounts to be transferred by the subsidiary companies incorporated in India to the Investor Education and Protection Holding Fund in accordance with the provisions of the Act and the rules made there under.

## THE INDIAN CARD CLOTHING COMPANY LIMITED

- viii. The Group does not have accumulated losses as at the end of the financial year. The Group has not incurred any cash losses in the current and the immediately preceding financial year.
- ix. Based on the records examined by us and according to the information and explanations given to us, neither the Holding Company nor any of the Group Companies in India have defaulted in repayment of dues to any financial institutions or banks or debentureholders as at the Balance Sheet date.
- x. According to the information and explanations given to us, the Group has not given any guarantee for loans taken by others from banks or financial institutions during the year. Accordingly, the provisions of clause 3(x) of the Order are not applicable to the Company.
- xi. According to the information and explanations given to us, during the year, the term loans have been applied for the purposes for which they were obtained.
- xii. Based upon the audit procedures performed for the purpose of reporting the true and fair view of the consolidated financial statements, we report that no fraud on or by the Group Companies in India has been noticed or reported during the course of our audit, nor have we been informed of such case by the management.

**For B. K. Khare & Co.**

Chartered Accountants

Firm's Registration Number 105102W

**H. P. Mahajani**

Partner

Membership Number-30168

Place : Mumbai

Date : May 22, 2015



# 61<sup>st</sup> ANNUAL REPORT 2014-15

## CONSOLIDATED BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2015.

(Rs. Lac)

Particulars	Note No.	As at 31-Mar-2015	As at 31-Mar-2014
<b>I EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	1	455.11	455.11
(b) Reserves and surplus	2	8,540.06	8,942.69
<b>2 Foreign Currency Translation Reserve</b>		<b>111.34</b>	<b>138.28</b>
<b>Minority Interest</b>		<b>255.55</b>	<b>253.10</b>
<b>3 Non-current liabilities</b>			
(a) Long-term borrowings	3	202.69	290.37
(b) Deferred tax liabilities (Net)		-	7.00
(c) Other Long term liabilities	4	1,195.93	1,383.89
(d) Long-term provisions	5	113.75	63.32
<b>4 Current liabilities</b>			
(a) Short-term borrowings	6	1,156.78	972.38
(b) Trade payables	7	416.44	633.16
(c) Other current liabilities	8	770.11	882.84
(d) Short-term provisions	9	154.45	204.61
<b>TOTAL</b>		<b><u>13,372.21</u></b>	<b><u>14,226.75</u></b>
<b>II ASSETS</b>			
<b>1 Non-current assets</b>			
<b>(a) Fixed assets</b>			
(i) Tangible assets	10	6,089.07	6,795.32
(ii) Intangible assets	11	1.78	1.92
(iii) Capital work-in-progress	12	329.80	405.35
(b) Non-current investments	13	1,672.29	1,222.29
(c) Deferred tax assets (net)	29	66.30	--
(d) Long-term loans and advances	14	602.01	498.18
<b>2 Current assets</b>			
(a) Current investments	15	837.81	1,492.89
(b) Inventories	16	1,678.75	1,666.27
(c) Trade receivables	17	1,278.96	1,602.30
(d) Cash and cash equivalents	18	675.98	361.92
(e) Short-term loans and advances	19	132.35	173.20
(f) Other current assets	20	7.11	7.11
<b>TOTAL</b>		<b><u>13,372.21</u></b>	<b><u>14,226.75</u></b>

### SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS 26 - 37

As per our report attached

**B. K. KHARE & CO.,**  
Chartered Accountants  
FRN-105102W  
By the hand of

**K.K.TRIVEDI**  
Chairman Emeritus

**PRASHANT K.TRIVEDI**  
Chairman

**M.K. TRIVEDI**  
Managing Director

**H. P. MAHAJANI**  
Partner  
M.NO. 30168

**HEMRAJ C. ASHER**  
Director

**J.M.KOTHARY**  
Director

**SUDHIR MERCHANT**  
Director

Date : May 22, 2015  
Place : Mumbai

**SANGEETA S. PANDIT**  
Director

**K.N. SUVARNA**  
Chief Financial Officer

**AMOGH BARVE**  
Company Secretary

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## CONSOLIDATED PROFIT AND LOSS STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2015

Particulars	Note No.	As at 31-Mar-2015	(Rs. Lac) As at 31-Mar-2014
I. Gross Revenue from operations	21	9,070.94	8,965.64
Less : Excise duty		562.13	667.99
<b>Net Income from Operations</b>		<b>8,508.81</b>	<b>8,297.65</b>
II. Other income	22	287.89	553.07
<b>III. Total Revenue (I + II)</b>		<b>8,796.70</b>	<b>8,850.72</b>
IV. Expenses:			
Cost of material consumed		2,793.70	2,738.48
Purchases of Stock-in-Trade		111.83	9.92
Changes in inventories of finished goods work-in-progress and Stock-in-Trade		(72.23)	157.79
Employee benefits expense	23	2,642.59	2,194.77
Finance costs	24	120.30	160.25
Depreciation and amortization expense		1,047.55	774.94
Other expenses	25	2,469.27	2,462.04
<b>Total expenses</b>		<b>9,113.01</b>	<b>8,498.19</b>
<b>V. Profit before exceptional and extraordinary items and tax ( III - IV )</b>		<b>(316.31)</b>	352.53
VI. Exceptional items (Profit on sale of assets & Loss on impairment of assets)		-	(25.66)
<b>VII. Profit before extraordinary items and tax (V +VI)</b>		<b>(316.31)</b>	<b>326.87</b>
VIII. Extraordinary Items Income / ( Expense )		-	-
<b>IX. Profit before tax ( VII- VIII )</b>		<b>(316.31)</b>	326.87
X Tax expense:			
(1) Current tax		29.48	10.07
(2) Short / (excess) Provision / Mat Credit		--	--
(3) Deferred tax		(72.17)	66.55
<b>XI Profit / (Loss) after tax and before minority interest</b>		<b>(273.62)</b>	250.25
Less : Minority Interest		12.34	(9.41)
<b>Profit / (Loss) after tax and minority interest</b>		<b>(285.96)</b>	<b>259.66</b>
XII Earnings per equity share:			
Basic and diluted		(6.28)	5.71

See accompanying notes to the financial statement

As per our report attached

**B. K. KHARE & CO.,**  
Chartered Accountants  
FRN-105102W  
By the hand of

**K.K.TRIVEDI**  
Chairman Emeritus

**PRASHANT K.TRIVEDI**  
Chairman

**M.K. TRIVEDI**  
Managing Director

**H. P. MAHAJANI**  
Partner  
M.NO. 30168

**HEMRAJ C. ASHER**  
Director

**J.M.KOTHARY**  
Director

**SUDHIR MERCHANT**  
Director

Date : May 22, 2015  
Place : Mumbai

**SANGEETA S. PANDIT**  
Director

**K.N. SUVARNA**  
Chief Financial Officer

**AMOGH BARVE**  
Company Secretary

# 61<sup>st</sup> ANNUAL REPORT 2014-15

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31<sup>ST</sup> March, 2015

(Rs. Lac)

Particulars	As at 31-Mar-2015	As at 31-Mar-2014
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net Profit before tax and extraordinary items	(316.31)	326.87
Depreciation	1,047.55	774.94
Foreign Exchange (gain) / loss	(84.23)	90.69
Interest / Dividend Income	(70.46)	(72.93)
(Profit) / Loss on sale of Fixed Assets	(14.80)	(40.08)
(Profit) / Loss on sale of Investments	(92.79)	(397.74)
Provision for leave encashment and gratuity	22.94	19.92
Provision for bad/doubtful debts written back	7.35	22.93
Interest paid	120.30	160.25
	<u>935.86</u>	<u>557.98</u>
<b>Operating Profit before Working Capital changes</b>	<b>619.55</b>	<b>884.85</b>
Trade and other receivables	442.09	(344.45)
Inventories	(12.48)	265.11
Trade payables	(326.33)	(221.76)
Direct Taxes paid	(100.59)	23.30
	<u>(2.69)</u>	<u>(277.80)</u>
<b>Net Cash generated from /(used in) operating activities</b>	<b>622.24</b>	<b>607.05</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES :</b>		
Purchase of Fixed Assets	(328.56)	(221.36)
Sale of Fixed Assets	58.70	53.93
Purchase of Investments	(395.14)	(2,130.71)
Proceeds from Sale of Investments	684.98	2,450.36
Interest/Dividend received	70.46	72.93
Net cash from/ (used in) investing activities	<u>90.44</u>	<u>225.15</u>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES</b>		
Short Term Borrowings	184.40	(258.76)
Long Term Borrowings	(87.68)	43.43
F C Reserve, Minority interest and Cost of control	(24.49)	31.43
Security Deposits	(187.96)	(127.82)
Dividend paid	(136.53)	(159.29)
Tax on dividend	(23.20)	(27.07)
Interest paid	(123.15)	(160.25)
<b>Net Cash from/ (used in) financing activities</b>	<b>(398.62)</b>	<b>(658.33)</b>
<b>Net increase/(decrease) in cash and cash equivalents(A+B+C)</b>	<b>314.06</b>	<b>173.87</b>
Cash and Cash equivalents		
Beginning of the year :		
Cash and Bank balances	361.92	188.05
End of the year :		
Cash and Bank balances	675.98	361.92
Increase/(Decrease) in cash and cash equivalents	<u>314.06</u>	<u>173.87</u>

As per our report attached

**B. K. KHARE & CO.,**  
Chartered Accountants  
FRN-105102W

**K.K.TRIVEDI**  
Chairman Emeritus

**PRASHANT K.TRIVEDI**  
Chairman

**M.K. TRIVEDI**  
Managing Director

By the hand of  
**H. P. MAHAJANI**  
Partner  
M.NO. 30168

**HEMRAJ C. ASHER**  
Director

**J.M.KOTHARY**  
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**SUDHIR MERCHANT**  
Director

Date : May 22, 2015  
Place : Mumbai

**SANGEETA S. PANDIT**  
Director

**K.N. SUVARNA**  
Chief Financial Officer

**AMOGH BARVE**  
Company Secretary

# THE INDIAN CARD CLOTHING COMPANY LIMITED

NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS : 31ST' MARCH, 2015.

	As at 31-Mar-2015	(Rs. Lac) As at 31-Mar-2014
<b>1 Share Capital</b>		
Authorised share Capital 50,00,000 Equity shares of Rs. 10 each	<b>500.00</b>	500.00
Issued, subscribed and fully paid-up 45,51,120 (45,51,120) Equity shares of Rs.10/- each, fully paid-up.	<b>455.11</b>	455.11
All equity shares have equal rights and restrictions on distribution of dividends and the repayment of capital. 26,10,066 Equity shares are held by the holding company - Multi Act Industrial Enterprises Ltd.		
<b>2 Reserves and Surplus</b>		
<b>(i) Reserves and Surplus shall be classified as:</b>		
<b>(a) Securities Premium Reserve;</b>	<b>910.22</b>	910.22
<b>(b) General reserve</b>		
Opening balance	<b>1,770.12</b>	1,740.12
Add : Transfer from current years profit.	<b>(3.55)</b>	30.00
Add : Dividend from ICCIAL	<b>25.00</b>	-
Closing Balance	<b>1,791.57</b>	1,770.12
<b>(c) Capital Reserve</b>	<b>10.88</b>	10.88
<b>(d) Surplus in statement of Profit and Loss</b>	<b>5,827.39</b>	6,251.47
<b>TOTAL</b>	<b>8,540.06</b>	<b>8,942.69</b>
<b>Profit and Loss Account</b>		
Profit and Loss Account - Opening Balance	<b>6,251.47</b>	6,182.59
Add : Current years net profit after tax	<b>(285.96)</b>	259.66
Less : Transfer to General reserve	-	(30.00)
Less : Appropriation towards Interim dividend payment with Tax thereon	-	-
Less : Appropriation towards Proposed dividend including Dividend Tax	<b>(113.78)</b>	(136.53)
Less : Dividend tax payment	<b>(23.30)</b>	(23.20)
Less : Preliminary expenses	<b>(1.05)</b>	(1.05)
<b>Profit and Loss Account - Closing Balance</b>	<b>5,827.39</b>	6,251.47
<b>3 Long-Term Borrowings</b>		
Term loans from bank - Secured	<b>202.69</b>	290.37
(Secured by charge on Land, Building and Plant and Machinery Rate of Interest is 12.10%) Term loan is repayable in equal quarterly instalments of Rs. 20 lac in five years.		
<b>TOTAL</b>	<b>202.69</b>	<b>290.37</b>
<b>4 Other Long Term Liabilities</b>		
Security Deposits	<b>1,195.93</b>	1,383.89
<b>TOTAL</b>	<b>1,195.93</b>	<b>1,383.89</b>
<b>5 Long-term provisions</b>		
Provision for employee benefits.	<b>113.75</b>	63.32
<b>TOTAL</b>	<b>113.75</b>	<b>63.32</b>
<b>6 Short-term borrowings</b>		
Loans repayable on demand from banks - Secured	<b>641.12</b>	456.72
Secured by hypothecation of inventory and book debts and pledge of mutual fund units, rate of interest is 12.10%.		
Buyer's Credit - Unsecured	<b>515.66</b>	515.66
Repayable with half-yearly interest @ 1.23%		
<b>TOTAL</b>	<b>1,156.78</b>	<b>972.38</b>

# 61<sup>st</sup> ANNUAL REPORT 2014-15

## NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS : 31ST' MARCH, 2015.

(Rs. Lac)

	NOTES	As at 31-Mar-2015	As at 31-Mar-2014
<b>7</b>	<b>Trade Payables</b>		
	Sundry Creditors	229.95	343.86
	Accrued Expenses	186.49	289.30
	Total Trade Payable	<u>416.44</u>	<u>633.16</u>
	Suppliers who are covered under MSMED Act,2006, have been identified to the extent of information available with the company. The principal balance due to Micro and small enterprises as at 31st March, 2015 is Rs. Nil, previous year Nil. Further no interest has been paid or is payable under the Act.		
<b>8</b>	<b>Other current liabilities</b>		
	(a) Current maturities of long-term debt	80.00	280.00
	(b) Current maturities of Security Deposits received	175.90	127.82
	(c) Other Current liabilities		
	Payable to employees	265.11	221.65
	Providend Fund and ESI Payable	16.79	14.97
	(d) Advance from Customers	204.83	205.39
	(e) Unpaid dividends	24.77	27.45
	(f) Interest accrued but not due on borrowings;	2.71	5.56
	<b>TOTAL</b>	<u>770.11</u>	<u>882.84</u>
<b>9</b>	<b>Short-term provisions</b>		
	(a) Provision for employee benefits.	17.38	44.87
	(b) Others - Proposed Dividend	137.07	159.74
	<b>TOTAL</b>	<u>154.45</u>	<u>204.61</u>
<b>10-12</b>	<b>Notes on Fixed Assets</b>		
<b>13</b>	<b>Non-current investments</b>		
	(a) Investments in debentures or bonds;	135.41	185.41
	(b) Investments in Mutual Funds;	1,336.88	836.88
	(c) Investments in Equity Shares - Un-quoted	200.00	200.00
	<b>TOTAL</b>	<u>1,672.29</u>	<u>1,222.29</u>
<b>14</b>	<b>Long-term loans and advances</b>		
	(i) Long-term loans and advances - Unsecured		
	(a) Capital Advances;	2.62	24.46
	(b) Security Deposits;	91.87	82.39
	(c) Loans and advances to related parties Multi Act Constructions Pvt. Ltd.	240.00	240.00
	(d) Other loans and advances	29.86	14.26
	(e) Advance income tax paid (Net of Provision)	237.66	137.07
	<b>TOTAL</b>	<u>602.01</u>	<u>498.18</u>
<b>15</b>	<b>Current Investments</b>		
	(a) Investments in Equity Instruments;	--	42.18
	(b) Investments in Mutual Funds;	837.81	1,450.71
	(ii) The following shall also be disclosed :		
	(a) The basis of valuation of individual investments	--	--
	(b) Aggregate amount of quoted investments	--	42.18
	(c) Aggregate amount of market value thereof;	--	90.79
	(d) Aggregate provision made for diminution in value of investments	--	--
	<b>TOTAL</b>	<u>837.81</u>	<u>1,492.89</u>
<b>16</b>	<b>Inventories</b>		
	(a) Raw material	429.05	533.50
	(b) Work-in-progress;	423.79	584.39
	(c) Finished goods;	593.26	361.11
	(d) Stock-in-trade	120.09	57.35
	(e) Stores and spares;	112.56	129.92
	<b>TOTAL</b>	<u>1,678.75</u>	<u>1,666.27</u>

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS : 31ST MARCH, 2015.

### 10-12 Fixed Assets schedule as at 31 - March - 2015

		(Rs. Lac)									
10.	Tangible assets	Gross at	Additions	Deductions	Gross at	Depreciation	Depreciation	Depre. on	Depreciation	Net Value at	Net Value at
		1 April 2014			31 Mar 2015	at 1 April 2014	for year	Deduction	at 31 Mar 2015	1 April 2014	31 Mar 2015
	(a) Land	894.35	--	--	894.35	--	--	--	--	894.35	894.35
	(b) Buildings	4,727.82	78.41	--	4,806.23	1,706.79	289.09	--	1,995.88	3,021.03	2,810.35
	(c) Plant and Equipment	5,079.93	186.69	63.20	5,203.42	2,886.10	466.20	34.88	3,317.42	2,193.83	1,886.00
	(d) Furniture and Fixtures	277.43	32.96	5.06	305.33	147.93	39.93	1.12	186.64	129.60	118.69
	(e) Vehicles	286.40	23.21	26.25	283.36	128.73	48.77	23.60	153.90	157.67	129.46
	(f) Office equipments & Computers	471.04	34.34	69.40	435.98	373.90	64.89	41.36	397.43	97.14	38.55
	(g) Electrical Installation	645.00	42.78	--	687.78	343.30	132.81	--	476.11	301.70	211.67
	<b>Total</b>	<b>12,381.97</b>	<b>398.39</b>	<b>163.91</b>	<b>12,616.45</b>	<b>5,586.65</b>	<b>1,041.69</b>	<b>100.96</b>	<b>6,527.38</b>	<b>6,795.32</b>	<b>6,089.07</b>
11.	Intangible assets	Gross at	Additions	Deductions	Gross at	Depreciation	Depreciation	Depre. on	Depreciation	Net Value at	Net Value at
	Computer software	23.81	5.72	--	29.53	21.89	5.86	--	27.75	1.92	1.78
	<b>Total</b>	<b>23.81</b>	<b>5.72</b>	<b>--</b>	<b>29.53</b>	<b>21.89</b>	<b>5.86</b>	<b>--</b>	<b>27.75</b>	<b>1.92</b>	<b>1.78</b>
12.	Capital Work-in- Progress	405.35	17.79	93.34	329.80	--	--	--	--	405.35	329.80
	<b>Total</b>	<b>12,811.13</b>	<b>421.90</b>	<b>257.25</b>	<b>12,975.78</b>	<b>5,608.54</b>	<b>1,047.55</b>	<b>100.96</b>	<b>6,555.13</b>	<b>7,202.59</b>	<b>6,420.65</b>

### Fixed Assets schedule as at 31 - March - 2014

		(Rs. Lac)									
10.	Tangible assets	Gross at	Additions	Deductions	Gross at	Depreciation	Depreciation	Depre. on	Depreciation	Net Value at	Net Value at
		1 April 2013			31 Mar 2014	at 1 April 2013	for year	Deduction	at 31 Mar 2014	1 April 2013	31 Mar 2014
	(a) Land	894.35	--	--	894.35	--	--	--	--	894.35	894.35
	(b) Buildings	4,732.10	78.41	4.45	4,727.82	1,484.60	225.38	3.19	1,706.79	3,247.50	3,021.03
	(c) Plant and Equipment	3,594.74	1,522.01	36.82	5,079.93	2,499.37	390.24	3.51	2,886.10	1,095.37	2,193.83
	(d) Furniture and Fixtures	252.89	24.54	--	277.43	122.02	25.81	--	147.83	130.87	129.60
	(e) Vehicles	327.23	--	40.83	286.40	122.76	40.40	34.43	128.73	204.47	157.67
	(f) Office equipments & Computers	422.09	49.26	0.31	471.04	328.31	45.85	0.26	373.90	93.78	97.14
	(g) Electrical Installation	622.04	22.96	--	645.00	296.03	47.27	--	343.30	326.01	301.70
	<b>Total</b>	<b>10,845.44</b>	<b>1,618.94</b>	<b>82.41</b>	<b>12,381.97</b>	<b>4,853.09</b>	<b>774.95</b>	<b>41.39</b>	<b>5,586.65</b>	<b>5,992.35</b>	<b>6,795.32</b>
11.	Intangible assets	Gross at	Additions	Deductions	Gross at	Depreciation	Depreciation	Depre. on	Depreciation	Net Value at	Net Value at
	Computer software	23.81	--	--	23.81	21.89	--	--	21.89	1.92	1.92
	<b>Total</b>	<b>23.81</b>	<b>--</b>	<b>--</b>	<b>23.81</b>	<b>21.89</b>	<b>--</b>	<b>--</b>	<b>21.89</b>	<b>1.92</b>	<b>1.92</b>
12.	Capital Work-in- Progress	1,771.61	59.71	1,425.97	405.35	--	--	--	--	1,771.61	405.35
	<b>Total</b>	<b>12,640.86</b>	<b>1,678.65</b>	<b>1,508.38</b>	<b>12,811.13</b>	<b>4,874.98</b>	<b>774.95</b>	<b>41.39</b>	<b>5,608.54</b>	<b>7,765.88</b>	<b>7,202.59</b>

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## NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS : 31ST' MARCH, 2015.

(Rs. Lac)

<b>NOTES</b>		<b>As at 31-Mar-2015</b>	<b>As at 31-Mar-2014</b>
<b>17</b>	<b>Trade Receivables - Unsecured</b>		
	(a) Considered good;	1,278.96	1,580.70
	(b) Unsecured considered good, above 180 days	--	21.60
	(c) Considered doubtful, above 180 days	39.80	58.09
	Less : Provision for doubtful debts	(39.80)	(58.09)
	<b>TOTAL</b>	<b>1,278.96</b>	<b>1,602.30</b>
<b>18</b>	<b>Cash and cash equivalents</b>		
	(i) Cash and cash equivalents shall be classified as:		
	(a) Balances with banks;	107.99	25.19
	(b) Cash on hand;	3.17	0.78
	(ii) Earmarked balances with banks	24.77	27.45
	(iii) Bank deposits with more than 12 months maturity shall be disclosed separately.	540.05	308.50
	<b>TOTAL</b>	<b>675.98</b>	<b>361.92</b>
<b>19</b>	<b>Short-term loans and advances</b>		
	(a) Balance with Excise Authorities	42.48	101.56
	(b) Unsecured, considered good;		
	Prepaid Expenses	76.69	55.03
	Prepayment of Taxes	--	13.30
	Other Advances	13.18	3.31
	(c) Doubtful.	10.78	10.78
	(d) Allowance for bad and doubtful loans and advances shall be disclosed under the relevant heads separately.	(10.78)	(10.78)
	<b>TOTAL</b>	<b>132.35</b>	<b>173.20</b>
<b>20</b>	<b>Other current assets</b>		
	Fixed assets / C WIP held for disposal	7.11	7.11
	<b>TOTAL</b>	<b>7.11</b>	<b>7.11</b>
<b>21</b>	<b>Revenue from operations</b>		
	(a) sale of products;	7,552.98	7,719.56
	(b) sale of services;	205.68	131.99
	(c) Commission received	382.60	220.70
	(d) Rent and Service Charges received	929.68	893.39
	(e) Profit on sale of asset / (Realty)	--	--
	Sub-Total	9,070.94	8,965.64
	Less : Excise duty	562.13	667.99
	<b>TOTAL</b>	<b>8,508.81</b>	<b>8,297.65</b>
<b>22</b>	<b>Other income</b>		
	(a) Interest Income	48.86	41.99
	(b) Dividend Income;	21.60	30.94
	(c) Net gain on sale of investments	92.79	397.74
	(d) Excess provision written-back	20.64	41.07
	(e) Exchange gain	84.23	--
	(f) Profit on sale of Asset	14.80	40.08
	(g) Other non-operating income	4.97	1.25
	<b>TOTAL</b>	<b>287.89</b>	<b>553.07</b>
<b>23</b>	<b>(a)Employee Benefits Expense</b>		
	(i) salaries and wages,	2,220.11	1,839.85
	(ii) contribution to provident and other funds,	210.99	117.46
	(iii) Provision for gratuity and leaves	22.94	19.92
	(iv) Insurance Personal and accident	23.81	23.94
	(v) staff welfare expenses	164.74	193.60
	<b>TOTAL</b>	<b>2,642.59</b>	<b>2,194.77</b>
<b>24</b>	<b>Finance Costs</b>		
	(a) Interest expense;	110.67	149.85
	(b) Other borrowing cost	9.63	10.40
	<b>TOTAL</b>	<b>120.30</b>	<b>160.25</b>

# THE INDIAN CARD CLOTHING COMPANY LIMITED

NOTES FORMING PART OF THE CONSOLIDATED ACCOUNTS : 31ST' MARCH, 2015.

(Rs. Lac)

NOTES	As at 31-Mar-2015	As at 31-Mar-2014
<b>25 Other Expenses</b>		
Stores and spare parts consumed	147.84	140.61
Power and Fuel	388.33	451.79
Rent	69.58	65.98
Insurance	32.97	30.16
Rates and taxes	105.58	121.08
Repairs to Building	126.53	115.39
Repairs to Plant and Machinery	341.65	267.07
Freight and Clearing charges	104.13	79.79
Travelling expenses	246.41	250.39
Communication expenses	37.94	31.97
Commission on sales	242.97	204.60
Provision for bad and doubt-ful debts / advances	13.29	18.14
Computer and software maintenance	14.94	13.97
Investment advisory fees	-	3.37
Legal and professional fees	121.51	117.74
Audit Fees		
As Auditor	14.38	13.61
Other Services	1.22	1.07
Reimbursement of expenses	0.16	0.22
Watch and Ward expenses	82.91	88.05
Exchange loss	-	90.69
Directors Sitting Fees and commission	12.30	8.95
Other sundry expenses	364.63	347.40
<b>TOTAL</b>	<u>2,469.27</u>	<u>2,462.04</u>

## 26. Significant Accounting Policies and Notes to Accounts

### Basis of Preparation of Financial Statements

The financial statements are prepared in accordance with the Generally Accepted Accounting Principles ("GAAP") in India under the historical cost convention on an accrual basis, and are in conformity with mandatory accounting standards, as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of The Companies / (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI).

The preparation of financial statements in conformity with the generally accepted accounting principles requires estimates and assumptions to be made that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amounts of revenues and expenses during the reported period. Differences between the actual results and estimates are recognised in the period in which the results are known or materialised.

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria set out in the Schedule III to the Companies Act, 2013. The Company has ascertained its operating cycle as twelve months for the purpose of current and non-current classification of assets and liabilities.

### Revenue Recognition

Sales are accounted for on the basis of acknowledgements and are stated net of sales tax, freight, insurance and other charges recoverable from customers.

Income from leasing of buildings and related services is recognized at the rates prescribed over the tenure of the lease/service agreement.

Dividend on investments is recognised when the company's right to receive it is established.



**Fixed Assets**

Fixed assets are stated at cost (net of refundable taxes or levies) and include any other attributable cost for bringing the assets to working condition for their intended use. The cost of self-constructed fixed assets are capitalised at the expenditure including an appropriate share of overheads incurred directly for the specific asset.

**Investments**

Investments classified as long term investments are carried at cost. However provision for diminution is made to recognise a decline, other than temporary in nature, in the carrying amount of such long-term investments. Investments classified as current investments are carried at lower of cost and fair value, computed category-wise.

**Inventories**

Inventories are valued at lower of net realisable value and cost, arrived at on the basis of weighted average cost comprising all cost of purchase, cost of conversion, other costs and where applicable excise duty, in bringing inventories to their present location and condition. Obsolescence is provided on the basis of standard norms.

**Provisions and Contingent Liabilities**

Provisions in respect of present obligations arising out of past events are made in the accounts when reliable estimates can be made of the amount of the obligation. Contingent liabilities are disclosed by way of note to the financial statements, after careful evaluation by the management of the facts and legal aspects of the matter involved.

**Borrowing Costs**

Borrowing costs attributable to the acquisition of fixed assets are capitalised till the date of substantial completion of the activities necessary to prepare the relevant asset for its intended use. Other borrowing costs are charged to profit and loss statement in the year of incurrence.

**Foreign Currency Transactions**

Transactions in foreign currencies are recorded at the exchange rates prevailing on the date of transactions.

Assets (other than fixed assets) and liabilities denominated in foreign currency are translated at the closing exchange rates.

**Income Taxes**

Current tax is provided on the basis of estimated tax liability, computed as per applicable provisions of the Income Tax Act, 1961 and applicable regulations in each jurisdiction. Deferred tax is recognised, subject to the consideration of prudence in respect of deferred tax assets, on timing differences, being the differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods.

# THE INDIAN CARD CLOTHING COMPANY LIMITED

## 27. Basis of Consolidation

The consolidated financial statements envisaged combining of financial statements of The Indian Card Clothing Co. Ltd. and its following subsidiaries:

Name of the Company	Country of incorporation	% Shareholding of The Indian Card Clothing Co. Ltd.
Garnett Wire Ltd.	U K	60%
ICC International Agencies Ltd.	India	100%
Shivraj Sugar and Allied Products Pvt. Ltd.	India	94%

The following cardinal principles have been applied while preparing the consolidated financial Statements :

- a. The parent and its subsidiaries have used uniform accounting policies except that in case of Garnett Wire Ltd. UK, which has charged depreciation on building using straight line method as against written down value method used by the parent, the impact whereof is not significant.
- b. The consolidated financial statements have been prepared by combining individual financial statements of the parent and its subsidiaries on a line by line basis by adding together the balances of assets, liabilities, income and expenditures after eliminating intra group transactions.

28. The financial statements of Garnett Wire Ltd. have been translated at the exchange rate prevailing at the end of the year for assets and liabilities and average rate for revenue items except the parent's interest in equity upto the date of acquisition which has been translated at the exchange rate prevailing on the date of acquisition. Exchange differences arising on consolidation are dealt with as follows :

- a. To the extent attributable to the Parent's interest, they are accumulated in "Foreign Currency Translation Reserve", and
- b. To the extent attributable to the Minority interest, they are adjusted to the "Minority Interest".

## 29. Deferred Taxes

The major components of deferred tax asset / (liability) are as follows

Particulars	As at	As at
	31-Mar-2015	31-Mar-2014
(a) Depreciation	(8.91)	(84.92)
(b) Provision for doubtful debts / advances	13.94	17.00
(c) Technical know-how	0.66	0.88
(d) Employee benefits	60.61	43.22
(e) Business loss	0.00	15.93
<b>Net deferred tax Asst / (Liability)</b>	<b><u>(66.30)</u></b>	<b><u>(7.90)</u></b>

## 30. Related Party Disclosure

- a) Controlling Company - Multi Act Industrial Enterprises Ltd., Mauritius
- b) Enterprise over which any key management personnel and relative of such personnel is able to exercise significant influence
  - i. Multi Act Equity Reserch Services Pvt. Ltd.
  - ii. Multi Act Construction Pvt. Ltd.
  - iii. Multi Act Realty Enterprises Pvt. Ltd.
  - iv. Joseph Sellers & Sons Ltd.
  - v. Shaped Wires Ltd.

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## c) Transactions with Related Parties:

Rs.Lac                      Rs.Lac

Name of party	Nature of transaction	Year ended 31-Mar-15	Year ended 31-Mar-14
i) Multi-Act Industrial Enterprises Ltd., Mauritius	Dividend paid	78.30	91.35
ii) Multi-Act Equity Research Services Pvt Ltd.	Investment Advisory fees	--	3.37
iii) Multi-Act Construction Pvt. Ltd.	Rent paid	17.52	17.52
	Deposit Paid	240.00	240.00
iv) Multi-Act Realty Enterprises Pvt. Ltd.	Rent paid	7.20	10.70
v) Joseph Sellers & Sons Limited	Sales	34.48	20.54
	Purchases	22.42	31.74
	Amount receivable	--	0.58
	Amount payable	--	--
vi) Shaped Wires Ltd.	Sales	96.52	60.02
	Purchases	404.33	382.22
	Rent Received	23.16	21.90
	Amount receivable	--	2.21
	Amount payable	42.50	17.57
vii) Directors & Relatives			
a) Mr. K K Trivedi - Chairman Emeritus	Sitting fees paid	--	--
b) Mr. Prashant K Trivedi - Chairman	Sitting fees paid	2.25	0.75
c) Mr. Mehul K Trivedi - Managing Director (Also key management personnel)	Salary, commission and other perquisites.	46.80	47.49

(No amounts pertaining to related parties have been written off or written back during the year)

## 31. Segment Disclosure

Rs.lac

A. Primary Segment Information	Card Clothing	Treasury	Realty	Others/ Unallocable	Total
i. Segment Revenue					
External Sales	7,569.37	--	--	--	7,569.37
	(7,404.26)	--	--	--	(7,404.26)
Treasury and other income	135.31	127.58	939.44	25.00	1,227.33
	(150.74)	(442.73)	(852.99)		(1,446.46)
Total revenue	7,704.68	127.58	939.44	25.00	8,796.70
	(7,555.00)	(442.73)	(852.99)	--	(8,850.72)
ii. Segment Results					
Profit before tax and interest	(843.65)	109.70	585.71	(47.77)	196.01
	433.71	(427.85)	(553.66)	57.93	(489.87)
Less : Interest expense	120.30	--	--	--	120.30
	(160.25)	--	--	--	(160.25)
Profit from ordinary activities before tax	(963.95)	109.70	585.71	(47.77)	316.31
	593.96	(427.85)	(553.66)	57.93	(329.62)
iii. Other Information					
Segment Assets	8,665.79	2,510.10	1,692.54	503.78	13,372.21
	(9,312.14)	(2,715.19)	(1,873.56)	(325.86)	(14,226.75)
Segment Liabilities	2,482.57	--	1,365.74	24.77	3,873.08
	(3,287.64)	--	(1,375.59)	(27.45)	4,690.68
Capital Expenditure during the year	(121.75)	--	121.75	--	--
	(252.68)	--	--	--	(252.68)
Depreciation	849.57	--	197.56	0.42	1,047.55
	(639.74)	--	(135.21)	--	(774.95)

## B. Secondary Segment Information (by geographical segment)

Rs. Lac

	Revenue	Assets
Domestic	6,136.35	731.54
	(5,992.01)	(1,309.81)
Overseas	1,433.02	547.42
	(1,412.25)	(292.49)

# THE INDIAN CARD CLOTHING COMPANY LIMITED

	As at 31-Mar-2015	Rs. Lac As at 31-Mar-2014
<b>32. Raw materials including packing material consumed :</b>		
Raw Material Consumed	1,974.77	2,153.27
Industrial cloth and fabric - square meters.....	493.25	501.08
Others.....	365.08	218.49
	<b>2,833.30</b>	<b>(2,390.76)</b>
	<b>As at</b>	<b>As at</b>
	<b>31-Mar-2015</b>	<b>31-Mar-2014</b>
<b>33. i) Claims against the Company not acknowledged as debts.....</b>	-	40.00
ii) Estimated amount of contracts remaining to be executed on capital account and not provided for ( net of advances)..	1.74	25.38
iii) Contingent liability in respect of other matters.	15.50	15.50
Income Tax Appeal for Disallowance of Rule 8 D , A. Y. 2012-13	11.22	11.22
	<b>As at</b>	<b>As at</b>
	<b>31-Mar-2015</b>	<b>31-Mar-2014</b>
<b>34. Value of Imports on C.I.F. basis :</b>		
Raw materials.....	232.23	177.66
Stores and spare parts.....	7.81	2.10
Capital goods.....	62.11	-
Trading goods.....	54.07	72.44

35. The Board of Directors of the Company has by resolution given consent for not attaching the balance sheet of the subsidiary companies.

### 36. Statement of net assets and profit or loss attributable to owners and minority interest

Name of the Entity	Net Assets		Share in Profit or Loss	
	(Total Assets - Total Liabilities)		As % of consolidated profit or loss	Rs. Lac
	As % of consolidated net assets	Rs. Lac		
<b>Parent Company</b>				
The Indian Card Clothing Company Limited	93.72	8,534.34	133.87	(382.80)
<b>Indian Subsidiaries</b>				
ICC International Agencies Ltd.	3.88	353.29	(36.06)	103.13
Shivraj Sugar and Allied Products Pvt. Ltd.	0.01	1.00	--	--
<b>Foreign Subsidiaries</b>				
Garnett Wire Ltd., UK	6.11	556.51	(10.78)	30.84
Minority Interest in all Subsidiaries	2.81	255.55	(4.32)	12.34
<b>Total Eliminations</b>	(6.52)	(594.19)	17.30	(49.46)
<b>TOTAL</b>	<b>100.00</b>	<b>9,106.51</b>	<b>100.00</b>	<b>(285.96)</b>

37. Previous year's figures have been regrouped wherever necessary to conform current year's grouping

38. Figures in bracket are in respect of previous year.

As per our report attached

**B. K. KHARE & CO.,**

Chartered Accountants

FRN-105102W

By the hand of

**K.K.TRIVEDI**  
Chairman Emeritus

**PRASHANT K.TRIVEDI**  
Chairman

**M.K. RIVEDI**  
Managing Director

**H. P. MAHAJANI**

Partner

M.NO. 30168

**HEMRAJ C. ASHER**  
Director

**J.M.KOTHARY**  
Director

**SUDHIR MERCHANT**  
Director

Date : May 22, 2015

Place : Mumbai

**SANGEETA S. PANDIT**  
Director

**K.N. SUVARNA**  
Chief Financial Officer

**AMOGH BARVE**  
Company Secretary

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**THE INDIAN CARD CLOTHING COMPANY LIMITED**

(CIN: L29261PN1955PLC009579)  
Regd. Office: Mumbai – Pune Road,  
Pimpri, Pune – 411 018

Tel: (020) 39858200 Fax: (020) 39858300

E-mail : [investor@cardindia.com](mailto:investor@cardindia.com), Website : [www.cardindia.com](http://www.cardindia.com)

**FORM NO. MGT-11**

**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rule, 2014]

CIN :

L29261PN1955PLC009579

Name of the Company:

THE INDIAN CARD CLOTHING COMPANY LIMITED

Registered Address:

Mumbai-Pune Road, Pimpri, Pune, Maharashtra - 411018

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:

- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him / her
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_  
Signature: \_\_\_\_\_, or failing him / her
- Name: \_\_\_\_\_  
Address: \_\_\_\_\_  
Email ID: \_\_\_\_\_  
Signature: \_\_\_\_\_

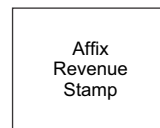
as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 61<sup>st</sup> Annual General Meeting of the Company, to be held on Thursday, 06<sup>th</sup> August, 2015 at 12.00 noon at Mumbai-Pune Road, Pimpri, Pune, Maharashtra - 411018, and at any adjournment thereof in respect of such resolutions as are indicated below:

- Adoption of Audited Financial Statements as at 31<sup>st</sup> March, 2015 (Standalone and Consolidated) together with reports of Directors' and Auditors' thereon;
- Declaration of final dividend on equity shares for the year ended 31<sup>st</sup> March, 2015.
- Appointment of a Director in place of Mr. Mehul Kunjibhari Trivedi (DIN 00030481), who retires by rotation and being eligible, offers himself for re-appointment.
- Appointment of M/s. B.K. Khare & Co., Chartered Accountants, (Firm Registration No. 105102W) as the Statutory Auditors to hold office for two financial years, i.e., for the financial year 2015-16 and, subject to ratification by the members at the next Annual General Meeting, for the financial year 2016-17 and to fix their remuneration.
- Authority to Board of Directors for creation of mortgage/pledge/charge on the assets of the Company.
- Re-appointment of Mr. Mehul K. Trivedi (DIN 00030481) as Managing Director of the Company.
- Appointment of Mrs. Sangeeta S. Pandit (DIN: 06748608) as an Independent Director of the Company.

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2015.

Signature of Share holder: \_\_\_\_\_

Signature of Proxy holder(s): \_\_\_\_\_



**Note:**

- A Proxy need not be a Member of the Company. Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as Proxy on behalf of not more than fifty Members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as Proxy, who shall not act as Proxy for any other Member.
- This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company at Mumbai-Pune Road, Pimpri, Pune, Maharashtra - 411018 not less than 48 hours before the commencement of the meeting.



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E-mail : [investor@cardindia.com](mailto:investor@cardindia.com), Website : [www.cardindia.com](http://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 No./Client ID No.	
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 61st Annual General Meeting (AGM) of the Company to be held on Thursday, 6th August, 2015 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 Ordinary Shares for which votes cast	I/We assent	I/We dissent
1)	Adoption of Audited Financial Statements as at 31st March, 2015 (Standalone and Consolidated) together with reports of Directors' and Auditors' thereon;	Ordinary			
2)	Declaration of final dividend on equity shares for the year ended 31 <sup>st</sup> March, 2015	Ordinary			
3)	Appointment of Director in place of Mr. Mehul Kunjbihari Trivedi (DIN 00030481), who retires by rotation and being eligible, offers himself for re-appointment.	Ordinary			
4)	Appointment of M/s. B.K. Khare & Co., Chartered Accountants, (Firm Registration No. 105102W) as the Statutory Auditors to hold office for two financial years, i.e., for the financial year 2015-16 and, subject to ratification by the members in the next Annual General Meeting, for the financial year 2016-17 and to fix their remuneration.	Ordinary			
5)	Authority to Board of Directors for creation of mortgage/pledge/charge on the assets of the Company.	Special			
6)	Re-appointment of Mr. Mehul K. Trivedi (DIN 00030481) as Managing Director of the Company.	Special			
7)	Appointment of Mrs. Sangeeta S. Pandit (DIN: 06748608) as an Independent Director of the Company.	Ordinary			

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**(Signature of the Member)**

Date :

Place :

**NOTE :**

Kindly read the instructions printed overleaf before filling the form. Last date for receipt of Ballot Forms by Scrutinizer is **Wednesday, 5th August, 2015.**



## INSTRUCTIONS:

- 01) In terms of Clause 35B of the Listing Agreement, those members, who do not have access to e-voting facility provided by the Company for the Annual General Meeting in terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, may send their assent or dissent in writing on the Ballot Form. Accordingly, this Ballot Form is being provided under Clause 35B of the Listing Agreement to facilitate e-voting provided under Section 108 of the Companies Act, 2013 at 61<sup>st</sup> 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 6 below at Mr. S. Anantha Rama Subramanian, Practising Company Secretary, Scrutinizer, The Indian Card Clothing Company Limited, Mumbai-Pune Road, Pimpri, Pune – 411 018, Maharashtra, India not later than Wednesday, August 5, 2015 (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 completed 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 **Wednesday, August 5, 2015 (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 Sr. 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 Thursday, 30th July, 2015 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 in as much 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.
- 16) The right of e-voting and Ballot Form shall not be exercised by a Proxy.







## LIST OF OFFICES

### PIMPRI WORKS

Mumbai-Pune Road,  
Pimpri, Pune - 411018. (Maharashtra)  
Tel.: 020 39858200  
Fax: 020 39858300  
e-mail: [accounts@cardindia.com](mailto:accounts@cardindia.com)

### AHMEDABAD

1004, 10th Floor,  
Sakar III, Near Income Tax Circle  
Ahmedabad - 380014 (Gujrat)  
Tel.: (079)32911656,  
Mob.: 09327024068  
Fax.: (079)27141861  
e-mail: [iccahm@cardindia.com](mailto:iccahm@cardindia.com)

### COIMBATORE

857, Avanashi Road, Peelamedu,  
Coimbatore - 641 004. (Tamilnadu)  
Tel.: (422) 2561458/59  
Mob.: 09345178828  
Fax.: (422) 2562384  
e-mail: [icccbe@cardindia.com](mailto:icccbe@cardindia.com)

### LUDHIANA

202/203, Alfa Towers, Brown Road,  
Ludhiana -141 008 (Punjab).  
Tel.: (161) 272 0898, 3237603,  
Mob.: 09316912628  
e-mail: [iccldh@cardindia.com](mailto:iccldh@cardindia.com)

### MADURAI

Alagamma Garden,  
No. 19, Sengol Nagar, Old Vilangudi,  
Madurai - 625 018.  
Tel.: (452) 2668071/8330  
Mob.: 09344105864  
Fax.: (452) 2668071  
e-mail: [iccmdu@cardindia.com](mailto:iccmdu@cardindia.com)

### NALAGARH (HP) WORKS

Village Manjholi,  
Nalagarh Roper Road, Tehsil Nalagarh,  
Dist. Solan 174101 (H.P.)  
Tel.: 01795 393401 / 429  
Fax.: 01795 393440  
e-mail: [icchp@cardindia.com](mailto:icchp@cardindia.com)

### MUMBAI

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Saki Vihar Road, Powai,  
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Fax.: (022) 28470108  
Mob.: 09322593037  
e-mail: [iccbom@cardindia.com](mailto:iccbom@cardindia.com)

### NEW DELHI

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Mob.: 09312233802  
Fax: (011)25755618  
e- mail: [iccdel@cardindia.com](mailto:iccdel@cardindia.com)

### GUNTUR

398/A, Perecherla Road, Nallapadu,  
Guntur - 522 005 (A.P.)  
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Mob.: 09391043619  
e-mail: [iccgtr@cardindia.com](mailto:iccgtr@cardindia.com)

### TURKEY

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Yavuz Selim Mh. Kucuk Sanayi Subesi  
34. Cadde no:39 Kahramanmaras  
Tel:0344 236 6104-05 Fax:0344 236 6103  
E mail: [iccturkey@cardindia.com](mailto:iccturkey@cardindia.com)

**THE INDIAN CARD CLOTHING COMPANY LTD.**  
**Mumbai-Pune Road, Pimpri, Pune 411 018.**