



Ref.: BM\_July 31 /2014

July. 04, 2014

The Manager  
Listing Department  
National Stock Exchange India Ltd.  
Exchange Plaza, Plot No.C-1, Block G,  
Bandra Kurla Complex, Bandra (E)  
Mumbai - 400 051.

By Courier  
Email Id : cmlist@nse.co.in

The Secretary  
The Stock Exchange, Mumbai  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring  
Rotunda Building, P.J. Towers  
Dalal Street, Fort, Mumbai - 400 001.

By Courier  
Email Id: corp.relations@bseindia.com

**Quarterly Compliance Report on Corporate Governance For Quarter Ended 30<sup>th</sup> June, 2014.**

Dear Sir,

We enclose Quarterly Compliance Report on Corporate Governance as per clause 49 of the Listing Agreement for Quarter Ended 30<sup>th</sup> June, 2014.

Kindly acknowledge receipt.

Thanking you.  
Yours faithfully,  
THE INDIAN CARD CLOTHING CO. LTD.

A.D. DAHOTRE  
VICE PRESIDENT (FINANCE)  
AND COMPANY SECRETARY

**Quarterly Compliance Report on Corporate Governance under clause 49 of the Listing Agreement.**

**Name of the Company : THE INDIAN CARD CLOTHING CO. LTD.**

**Quarter ending on : 30<sup>th</sup> June, 2014**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>I. Board of Directors</b>	491	Yes	
(A) Composition of Board	49 (IA)	Yes	Out of 8 Directors of the Company, 7 are non-executive and 5 are independent
(B) Non-executive Directors' compensation & disclosures	49 (IB)	Yes	
(C) Other provisions as to Board and Committees	49 (IC)	Yes	
(D) Code of Conduct	49 (ID)	Yes	The Board approved a code of conduct for all Board members and senior management of the company on 8 <sup>th</sup> November, 2005 and the code has affirmed for the previous year.
<b>II. Audit Committee</b>	49 (II)	Yes	
(A) Qualified & Independent Audit Committee	49 (IIA)	Yes	The Board approved revised terms of the Audit Committee on 8 <sup>th</sup> November, 2005.
(B) Meeting of Audit Committee	49 (IIB)	Yes	
(C) Powers of Audit Committee	49 (IIC)	Yes	
(D) Role of Audit Committee	49 II(D)	Yes	
(E) Review of Information by Audit Committee	49 (IIE)	Yes	
<b>III. Subsidiary Companies</b>	49 (III)	Yes	

**CERTIFIED TRUE COPY**

The Indian Card Clothing Co. Ltd.



**A. D. DAHOTRE**  
Vice President (Finance)  
and Company Secretary

<b>IV. Disclosures</b>	49 (IV)	Yes	
(A) Basis of related party transactions	49 (IV A)	Yes	
(B) Disclosure of Accounting Treatment	49 (IV B)	Yes	
(C) Board Disclosures	49 (IV C)	Yes	The Board approved required risk management procedures on 8 <sup>th</sup> November, 2005 and also engaged internal auditors to work with the management.
(D) Proceeds from public issues, rights issues, preferential issues etc.	49 (IV D)	Not applicable	There have been no capital issues after 1994.
(E) Remuneration of Directors	49 (IV E)	Yes	
(F) Management	49 (IV F)	Yes	
(G) Shareholders	49 (IV G)	Yes	
<b>V. CEO/CFO Certification</b>	49 (V)	Yes	Complied for the annual accounts
<b>VI. Report on Corporate Governance</b>	49 (VI)	Yes	
<b>VII. Compliance</b>	49 (VII)	Yes	

**CERTIFIED TRUE COPY**

**The Indian Card Clothing Co. Ltd.**



**A. D. DAHOTRE**  
Vice President (Finance)  
and Company Secretary