



July 13, 2016

To
The Executive Director,
Bombay Stock Exchange Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Bldg., P.J. Towers,
Dalal Street, Mumbai 400 001.

The Executive Director,
National Stock Exchange of India Ltd,
Exchange Plaza,
Bandra (East),
Mumbai 400 051.

Madam/Sir,

**SUB : Corporate Governance Report pursuant to Regulation 27 (2) of
SEBI (Listing Obligations and Disclosure Requirements) Regulations,
2015 for the quarter ended June 30, 2016**

REF : Symbol: INDIANCARD; Scrip Code: 509692

Please find enclosed captioned report under Regulation 27 (2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the quarter ended June 30, 2016.

Kindly take the same on record.

Thanking you,

Yours Faithfully,
For The Indian Card Clothing Company Limited,

Amogh Barve
Company Secretary
Membership No. : A33080



Encl: As above

CC:

Tripmedia India Ltd.,

Kind Attn. : Mr. Mark Mody
For updating company's website.

CORPORATE GOVERNANCE REPORT PURSUANT TO REGULATION 27 (2) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015
FOR THE QUARTER ENDED JUNE 30, 2016

ANNEXURE - I

1. Name of Listed Entity : The Indian Card Clothing Company Limited (CIN : L29261PN1955PLC009579)
2. Quarter ending : June 30, 2016

I. Composition of Board of Directors									
Title (Mr./Ms.)	Name of the Director	PANs & DIN	Category (Chairperson/ Executive/ Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in **Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	
Mr.	Kunjibhari Kantilal Trivedi	ABUPT3495M 00143783	Chairman Emeritus / Non-Executive/ Non-Independent	09/08/2010	-	1	Nil	Nil	
Mr.	Prashant Kunjibhari Trivedi	AACPT2070P 00167782	Chairman / Non-Executive/ Non-Independent	09/08/2010	-	1	Nil	Nil	
Mr.	Hemraj Chaturbhuj Asher	AACPA1285B 00024863	Independent Director	31/07/2014	5 Years	4	AC - 2 SC - 3	AC - 1 SC - 1	
Mr.	Jyoteendra Mansukhlal Kothary	AANPK8122E 00015254	Independent Director	31/07/2014	5 Years	2	AC - 1 SC - Nil	AC - 1 SC - 1	
Mr.	Sudhir Ajitkumar Merchant	AARPM5474F 00033406	Independent Director	31/07/2014	5 Years	2	AC - 2 SC - Nil	AC - Nil SC - 1	
Mrs.	Sangeeta Sanjeev Pandit	AABPP2839F 06748608	Independent Director	06/08/2015	4 Years 3 months and 6 days	2	AC - 1 SC - Nil	AC - Nil SC - Nil	
Mr.	Mehul Kunjibhari Trivedi	AAAPT5880F 00030481	Managing Director	01/10/2014	-	1	AC - Nil SC - 1	AC - Nil SC - Nil	

* Tenure of only Independent Director is provided pursuant to format of Corporate Governance Report provided by SEBI in Annexure - I of its circular CIR/CFD/CMD/ 5 /2015 dated September 24, 2015. ** AC- Audit Committee, SC - Stakeholders' Relationship Committee



**CORPORATE GOVERNANCE REPORT PURSUANT TO REGULATION 27 (2) OF
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015
FOR THE QUARTER ENDED JUNE 30, 2016**

II. Composition of Committees		
Name of Committee	Name of Committee Members	Category (Chairperson/Executive/Non-Executive/Independent/Nominee)
1. Audit Committee (AC)	Mr. Jyoteendra Mansukhlal Kothary	Chairman of the AC (Independent Director)
	Mr. Hemraj Chaturbuj Asher	Member of the AC (Independent Director)
	Mr. Sudhir Ajitkumar Merchant	Member of the AC (Independent Director)
	Mr. Hemraj Chaturbuj Asher	Chairman of the NRC (Independent Director)
2. Nomination & Remuneration Committee (NRC)	Mr. Jyoteendra Mansukhlal Kothary	Member of the NRC (Independent Director)
	Mr. Sudhir Ajitkumar Merchant	Member of the NRC (Independent Director)
	-	-
3. Risk Management Committee (if applicable) (RMC)	-	-
	-	-
	-	-
* Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the constitution of Risk Management Committee is mandatory to only top 100 listed Companies. The Company had, however, voluntarily formed Risk Management Committee to ensure that adequate systems and processes for Risk Management are implemented in the Company. In view of this and after satisfying itself about the adequacy of systems and processes implemented in the Company for Risk Management, the Board, in its meeting held on February 12, 2016 dissolved the Risk Management Committee of the Company. 4. Stakeholders Relationship Committee' (SRC)	Mr. Jyoteendra Mansukhlal Kothary	Chairman of the SRC (Independent Director)
	Mr. Hemraj Chaturbuj Asher	Member of the SRC (Independent Director)
	Mr. Mehul Kunjibhavi Trivedi	Member of SRC (Managing Director)



CORPORATE GOVERNANCE REPORT PURSUANT TO REGULATION 27 (2) OF
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015
FOR THE QUARTER ENDED JUNE 30, 2016

III. Meeting of Board of Directors				
Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)		
12/02/2016 and 28/03/2016	19/05/2016	51		
IV. Meeting of Committees				
Name of the Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
Audit Committee (AC)	19/05/2016	Yes. All the members of the Audit Committee were present.	12/02/2016	96
Nomination & Remuneration Committee (NRC)	No NRC meeting held during the quarter ended June 30, 2016.	Not Applicable.	12/02/2016	-
*Risk Management Committee (RMC)	-	Not Applicable	-	-
Stakeholders Relationship Committee' (SRC)	19/05/2016	Yes. All the members of the Stakeholders' Relationship Committee were present.	28/03/2016	51
V. Related Party Transactions			Compliance Status (Yes/No/N.A.)	
Subject				
Whether prior approval of audit committee obtained			Yes.	
Whether shareholder approval obtained for material RPT			N.A.	
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee			N.A. No omnibus approval accorded by the Audit Committee. However, Related Party Transactions held during earlier quarter were reviewed by the Audit Committee.	

Note: *The Board in its meeting held on February 12, 2016 dissolved the Risk Management Committee of the Company.



**CORPORATE GOVERNANCE REPORT PURSUANT TO REGULATION 27 (2) OF
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015
FOR THE QUARTER ENDED JUNE 30, 2016**

VI. Affirmations

1. The composition of the Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & remuneration committee
 - c. Stakeholders relationship committee
 - d. *Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in the SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: NIL.

For The Indian Card Clothing Company Limited



Amogh Barve
Manager (Legal) & Company Secretary and Compliance Officer
Membership No. : A33080



Note: *The Board in its meeting held on February 12, 2016 dissolved the Risk Management Committee of the Company.