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

REGISTERED OFFICE : PIMPRI, PUNE - 411 018, INDIA.  
CIN-L29261PN1955PLC009579

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October 13, 2015

To  
The Executive Director,  
Bombay Stock Exchange Limited,  
Corporate Relationship Department,  
1<sup>st</sup> 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 : Report under Clause 49 of the Listing Agreement**

**REF : Symbol: INDIANCARD; Scrip Code: 509692**

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Please find enclosed Report under Clause 49 of the Listing Agreement for the quarter ended September 30, 2015.

Kindly take the same on record.

Thanking you,

Yours Faithfully,  
For The Indian Card Clothing Company Limited,

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



Encl: As above

CC:

Tripmedia India Ltd.,  
298, M.G. Road,  
Above Kukreja's Sports,  
Pune - 411 001  
Ph. # (020) 26114826 / 26122960

**Kind Attn. : Mr. Mark Mody**

For updating company's website.

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

**Name of Company : The Indian Card Clothing Company Limited**

**Quarter ending on : September 30, 2015**

Particulars	Clause of Listing agreement	Compliance Status Yes/No	Remarks
<b>II. Board of Directors</b>	<b>49 (II)</b>	Yes	
(A) Composition of Board	49 (IIA)	Yes	
(B) Independent Directors	49 (IIB)	Yes	
(C) Non-executive Directors' compensation & disclosures	49 (IIC)	Yes	
(D) Other provisions as to Board and Committees	49 (IID)	Yes	
(E) Code of Conduct	49 (IIE)	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 been affirmed for the previous year.
(F) Whistle Blower Policy	49 (IIF)	Yes	
<b>III. Audit Committee</b>	<b>49 (III)</b>	Yes	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes	
(B) Meeting of Audit Committee	49 (IIIB)	Yes	
(C) Powers of Audit Committee	49 (IIIC)	Yes	
(D) Role of Audit Committee	49 (IIID)	Yes	
(E) Review of Information by Audit	49 (IIIE)	Yes	
<b>IV. Nomination and Remuneration</b>	<b>49 (IV)</b>	Yes	
<b>V. Subsidiary Companies</b>	<b>49 (V)</b>	Yes	
<b>VI. Risk Management</b>	<b>49 (VI)</b>	Yes	
<b>VII. Related Party Transactions</b>	<b>49 (VII)</b>	Yes	
<b>VIII. Disclosures</b>	<b>49 (VIII)</b>	Yes	
(A) Related party transactions	49 (VIII A)	Yes	
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes	
(C) Remuneration of Directors	49 (VIII C)	Yes	
(D) Management	49 (VIII D)	Yes	
(E) Shareholders	49 (VIII E)	Yes	
(F) Proceeds from public issues, rights issue, preferential issues, etc.	49 (VIII F)	Not applicable	There have been not capital issues after 1994.
<b>IX. CEO/CFO Certification</b>	<b>49 (IX)</b>	Yes	We have complied with this requirement in the Annual Report and will continue to adhere to the procedure in future as well.



<b>X. Report on Corporate Governance</b>	<b>49 (X)</b>	<b>Yes</b>	We have complied with this requirement in the Annual Report and will continue to adhere to the procedure in future as well.
<b>XI. Compliance</b>	<b>49 (XI)</b>	<b>Yes</b>	We have complied with this requirement in the Annual Report and will continue to adhere to the procedure in future as well.

For The Indian Card Clothing Company Limited

*Amogh Barve*

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



Date : 13/10/2015  
 Place : Pune