

**CORPORATE GOVERNANCE REPORT PURSUANT TO REGULATION 27 (2) OF
SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS), 2015**

1. Name of Listed Entity : The Indian Card Clothing Company Limited
2. Quarter ending : December 31, 2015

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.	Kunjbihari Kantilal Trivedi	ABUPT3495M 00143783	Chairman Emeritus / /Non-Executive/ Non-Independent	09/08/2010	-	1	Nil	Nil
Mr.	Prashant Kunjbihari 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 Kunjbihari Trivedi	AAAPT5880F 00030481	Managing Director	01/10/2014	3 Years	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



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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 Chaturbhuj Asher	Member of the AC (Independent Director)
	Mr. Sudhir Ajitkumar Merchant	Member of the AC (Independent Director)
2. Nomination & Remuneration Committee (NRC)	Mr. Hemraj Chaturbhuj Asher	Chairman of the NRC (Independent Director)
	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) – RMC is not applicable to the Company. Information has been provided voluntarily	Mrs. Sangeeta Sanjeev Pandit	Chairperson of RMC (Independent Director)
	Mr. Mehul Kunjbihari Trivedi	Member of RMC (Managing Director)
	Mr. Krishna Nagappa Suvarna	Member of RMC (Chief Financial Officer)
4. Stakeholders Relationship Committee' (SRC)	Mr. Jyoteendra Mansukhlal Kothary	Chairman of the SRC (Independent Director)
	Mr. Hemraj Chaturbhuj Asher	Member of the SRC (Independent Director)
	Mr. Mehul Kunjbihari Trivedi	Member of SRC (Managing Director)



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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)
06/08/2015		06/11/2015		92
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)	06/11/2015	Yes. All the members of the Audit Committee were present.	06/08/2015	92
Nomination & Remuneration Committee (NRC)	No meeting NRC held during the quarter ended December 31, 2015.	Not Applicable	22/05/2015	-
Risk Management Committee (RMC)	06/11/2015	Yes. All the members of the Risk Management Committee were present.	05/08/2015	-
Stakeholders Relationship Committee' (SRC)	06/11/2015	Yes. All the members of the Stakeholders' Relationship Committee were present.	06/08/2015	-
V. Related Party Transactions				
Subject			Compliance Status (Yes/No/N.A.)	
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.	



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VI. Affirmations

1. The composition of 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 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

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

