



April 15, 2017

To
The Listing Department,
BSE Limited,
Corporate Relationship Department,
1st Floor, New Trading Ring,
Rotunda Bldg., P.J. Towers,
Dalal Street, Mumbai 400 001.

The Listing Department,
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 March 31, 2017**

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 March 31, 2017.

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.

General information about company	
Scrip code	509692
Name of the entity	The Indian Card Clothing Co. Ltd.
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Not Applicable

Annexure I														
Annexure I to be submitted by listed entity on quarterly basis														
I. Composition of Board of Directors														
Disclosure of notes on composition of board of directors explanatory														
Is there any change in information of board of directors compare to previous quarter												Yes		
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	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)	Notes
1	Mr	Kunjbihari Kantilal Trivedi	ABUPT3495M	00143783	Non-Executive - Non Independent Director	Not Applicable	Shareholder Director	09-08-2010			1	0	0	
2	Mr	Prashant Kunjbihari Trivedi	AACPT2070P	00167782	Non-Executive - Non Independent Director	Chairperson	Shareholder Director	09-08-2010			1	0	0	
3	Mr	Hemraj Chaturbhuj Asher	AACPA1285B	00024863	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-07-2014		60	4	4	1	
4	Mr	Jyoteendra Mansukhlal Kothary	AANPK8122E	00015254	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-07-2014		60	2	1	2	

Annexure I														
Annexure I to be submitted by listed entity on quarterly basis														
I. Composition of Board of Directors														
Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	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)	Notes
5	Mr	Sudhir Ajitkumar Merchant	AARPM5474F	00033406	Non-Executive - Independent Director	Not Applicable	Shareholder Director	31-07-2014		60	2	2	1	
6	Mrs	Sangeeta Sanjeev Pandit	AABPP2839F	06748608	Non-Executive - Independent Director	Not Applicable	Shareholder Director	06-08-2015		52	2	1	0	
7	Mr	Mehul Kunjbihari Trivedi	AAAPT5880F	00030481	Non-Executive - Non Independent Director	Not Applicable	Shareholder Director	01-10-2014			1	1	0	Textual Information(2)

Text Block	
Textual Information(1)	Mr. Mehul Kunjbihari Trivedi, on December 5, 2016, resigned from the position of Managing Director of the Company effective from January 16, 2017. Mr. Mehul K. Trivedi continues to be the Non-Executive Non-Independent Director of the Company.

Annexure 1	
II. Composition of Committees	
Disclosure of notes on composition of committees explanatory	
Is there any change in information of committees compare to previous quarter	No

Annexure 1			
Annexure 1			
III. Meeting of Board of Directors			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	07-12-2016		
2		11-02-2017	65

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	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)	Name of other committee
1	Audit Committee	11-02-2017	Yes	Yes. All the members of the Audit Committee were present.	11-11-2016	91	
2	Nomination and remuneration committee	11-02-2017	Yes	Yes. All the members of the Nomination & Remuneration Committee were present.	07-12-2016	65	

Annexure 1			
V. Related Party Transactions			
Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block	
Textual Information(1)	No omnibus approval accorded by the Audit Committee.

Annexure 1		
VI. Affirmations		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	NA
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	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.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes

Text Block

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.cardindia.com
2	Terms and conditions of appointment of independent directors	Yes		www.cardindia.com
3	Composition of various committees of board of directors	Yes		www.cardindia.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.cardindia.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.cardindia.com
6	Criteria of making payments to non-executive directors	Yes		www.cardindia.com
7	Policy on dealing with related party transactions	Yes		www.cardindia.com
8	Policy for determining ‘material’ subsidiaries	Yes		www.cardindia.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.cardindia.com

Annexure II				
Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)				
I. Disclosure on website in terms of Listing Regulations				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.cardindia.com
11	email address for grievance redressal and other relevant details	Yes		www.cardindia.com
12	Financial results	Yes		www.cardindia.com
13	Shareholding pattern	Yes		www.cardindia.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		
Disclosure of notes on website in terms of Listing Regulations explanatory [Text Block]				Textual Information(1)

Text Block	
Textual Information(1)	Criteria of making payments to nonexecutive directors has been provided in the Nomination & Remuneration Policy uploaded on the Website.

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	NA	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

Annexure II				
II. Annual Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block	
Textual Information(1)	None of the subsidiaries of the Company is material subsidiary pursuant to the definition of material subsidiaries provided under Regulation 16 (1) (c) and hence compliances under Regulation 23 (4) related to approval of Material Related Party Transactions and under Regulation 24 (1) related to Composition of Board of Directors of unlisted material subsidiary are not applicable to the Company.

Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Signatory Details	
Name of signatory	Amogh Arun Barve
Designation of person	Company Secretary
Place	Pune
Date	13-04-2017

