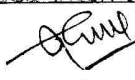




**Annexure - XI to the Listing Agreement**  
**Quarterly Compliance Report on Corporate Governance**  
**Name of the Company: CCL International Limited**  
**Quarter ending on: 31/03/2015**

Particulars	Clause of Listing Agreement	Compliance Status Yes/No/N.A	Remarks
<b>I. Board of Directors</b>	49 (II)	Yes	-----
(A) Composition of Board	49 (IIA)	Yes	-----
(B) Independent Directors	49 (IIB)	Yes	-----
(C) Non-executive Directors' compensation & disclosures 49	49 (IIC)	Yes	-----
(D) Other provisions as to Board and Committees	49 (IID)	Yes	-----
(E) Code of Conduct	49 (IIE)	Yes	-----
(F) Whistle Blower Policy	49 (IIF)	Yes	-----
<b>II. Audit Committee</b>	49 (III)	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 Committee	49 (IIIE)	Yes	-----
<b>III. Nomination / Remuneration Committee</b>	49 (IV)	Yes	-----
<b>IV. Subsidiary Companies</b>	49 (V)	N.A	-----
<b>V. Risk Management</b>	49 (VI)	Yes	-----
<b>VI. Related Party Transactions</b>	49 (VII)	N.A	-----
<b>VII. Disclosures</b>	49 (VIII)	Yes	-----
(A) Related party transactions	49 (VIIIA)	N.A	-----
(B) Disclosure of Accounting Treatment	49 (VIIIB)	Yes	-----
(C) Remuneration of Directors	49 (VIII C)	Yes	-----
(D) Management	49 (VIII D)	Yes	WILL BE COMPLIED IN THE ANNUAL REPORT
(E) Shareholders	49 (VIII E)	Yes	-----
(F) Proceeds from public issues, rights issue, preferential issues, etc	49 (VIII F)	N.A	-----

For CCL International Limited

  
 Director/Authorized Sign.

<b>VIII. CEO/CFO Certification</b>	49 (IX)	<b>Yes</b>	-----
<b>IX. Report on Corporate Governance</b>	49 (X)	<b>Yes</b>	WILL BE COMPLIED IN THE ANNUAL REPORT
<b>X. Compliance</b>	49 (XI)	<b>Yes</b>	WILL BE COMPLIED IN THE ANNUAL REPORT

Place: Delhi

Date: 13.04.2015

**For CCL International Limited**  
**For CCL International Limited**

  
 Director Sign.