



CCL
International Ltd.

Dated: 12.01.2015

✓ To,
Bombay Stock Exchange
Corporate Relationship Department
1st Floor, New Trading Ring,
Rotunda Building,
P.J.Towers, Dalal Street Fort,
Mumbai-400 001.

Sub: Compliance of Listing Agreement

As per Listing requirement, Please find enclosed herewith the following requirement:-

1. In pursuance of Clause 49 of the Listing Agreement, the **Report on Corporate Governance** for the quarter ending on 31st December, 2014.

Kindly take the above on record and oblige.

Thanking you,

Yours faithfully,

For CCL International Limited

Shiv Sharma

Company Secretary

CC:

The Delhi Stock Exchange Ltd,
Listing Department. DSE House,
3/1, Asaf Ali Road, New Delhi-110 002.

The Stock Exchange Ahmedabad
Kamdhenu Complex, Opp.Sahajanand College,
Panjara Pole, Ahmedabad.

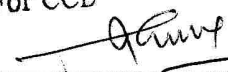


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Annexure - XI to the Listing Agreement
Quarterly Compliance Report on Corporate Governance
Name of the Company: CCL International Limited
Quarter ending on:31/12/2014

| Particulars | Clause of Listing Agreement | Compliance Status Yes/No/N.A | Remarks |
|-------------------------------------------------------------------------|-----------------------------|------------------------------|-------------------------------|
| I. Board of Directors | 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 | ----- |
| II. Audit Committee | 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 | ----- |
| III. Nomination / Remuneration Committee | 49 (IV) | Yes | ----- |
| IV. Subsidiary Companies | 49 (V) | N.A | ----- |
| V. Risk Management | 49 (VI) | Yes | ----- |
| VI. Related Party Transactions | 49 (VII) | N.A | ----- |
| VII. Disclosures | 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 | 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 | ----- |
| VIII. CEO/CFO Certification | 49 (IX) | Yes | ----- |

For CCL



Director

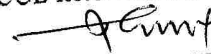
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|-------------------------------------------|---------|------------|-------------------------------|
| IX. Report on Corporate Governance | 49 (X) | Yes | COMPLIED IN THE ANNUAL REPORT |
| X. Compliance | 49 (XI) | Yes | COMPLIED IN THE ANNUAL REPORT |

Place: Delhi

Date: 12.01.2015

For CCL International Limited

For CCL International Ltd.



Director / Director