



CCL
International Ltd

Corporate Governance Report

1. Name of Listed Entity
2. Quarter ending

CCL International Limited
31st March, 2016

Composition of Board of Directors

Sl. No.	Name of the Director	PAN & 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)		
1	Mrs. Rami Gupta	00080613 ACHPG63 02Q	Executive Director	30/09/2015		1	Membership in Audit Committee	1		
							Membership in Stakeholders Relationship Committee	1		
2	Arvind Sharma	00767969 AVXPS93 48F	Non-Executive/Independent Director	30/09/2014	5 yrs	1	Membership in Audit Committee	1		
							Membership in Nomination & Remuneration Committee	1	Chairperson in Stakeholder Committee	1
3	Nand Chand Garg	03295522 AHMPG1 821G	Non-Executive/Independent Director	30/09/2014	5 yrs	1	Membership in Audit Committee	1	Chairperson in Nomination & Remuneration	1
							Membership in Stakeholders Relationship Committee	1		
4	Harim Agarwal	06415601 ABIPA573 3B	Non-Executive/Independent Director	30/09/2014	5 yrs	1	Membership in Nomination & Remuneration Committee	1	Chairperson in Audit Committee	1
							Membership in Stakeholders Relationship Committee	1		



Mr.	Mukesh Kumar Sharma	03468219 APYPS13 81M	Non Executive Director	30/09/2015		1	Nil	Nil	Nil	Nil
Mr.	Akash Gupta	01940481 ALPPG07 02K	Executive Director, Chairman	30/09/2015		1	Nil	Nil	Nil	Nil
Mr.	Anil Kumar	00164050 ADQPK78 40M	Non Executive Director	25/09/2010		1	Membership in Audit Committee	1		
							Membership in Nomination & Remuneration Committee	1		

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non-Executive/independent/Nominee)
Audit Committee	Mr. Hari Om Agarwal	Chairperson/Non Executive /Independent Director
	Mrs. Rama Gupta	Executive Director
	Mr. Anil Kumar	Non Executive Director
	Mr. Mool Chand Garg	Non Executive/ Independent Director
	Mr. Arvind Sharma	Non Executive/ Independent Director
Nomination & Remuneration Committee	Mr. Mool Chand Garg	Chairperson/Non Executive Independent Director
	Mr. Arvind Sharma	Non Executive /Independent Director
	Mr. Hari Oni Agarwal	Non Executive /Independent Director
	Mr. Anil Kumar	Non Executive Director
Risk Management Committee(if applicable)	N/A	N/A
Shareholders Relationship Committee	Mr. Arvind Sharma	Chairperson/Non Executive Independent Director
	Mr. Hari Om Agarwal	Non Executive Independent Director
	Mr. Mool Chand Garg	Non Executive Independent Director
	Mrs. Rama Gupta	Executive Director

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)
05/10/2015	29/01/2016	49 Days
29/10/2015	12/02/2016	
09/11/2015	29/02/2016	
19/11/2015	21/03/2016	
10/12/2015		



Audit 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
2015	Yes	09/11/2015	94 Days

Stakeholder Relationship 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
2015	Yes	09/11/2015	94 Days

Related Party Transactions

Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA

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 will be placed before Board of Directors.

For CCL International Limited

 Shree Shrivastava
 Company Secretary



CCL
International Ltd.

Corporate Governance Report

1. Name of Listed Entity : CCL International Limited
2. Financial year : 2015-16

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA)
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	N/A
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	N/A
Details of familiarization programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
Email address for grievance redressal and other relevant details	Yes
Financial Results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	N/A
New name and the old name of the listed entity	N/A

II. Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for	17(4)	Yes



appointments		
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	N/A
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	N/A
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	N/A
Approval for material related party transactions	23(4)	N/A
Composition of Board of Directors of unlisted material Subsidiary	24(1)	N/A* The Company does not have any Material unlisted subsidiary Company.
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	N/A* The Company does not have any subsidiary listed Company.
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes



Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
2. If status is "No" details of non-compliance may be given here.
3. If the Listed Entity would like to provide any other information the same may be indicated here.

III. Affirmations:

The company does not have any Subsidiary company.

For CC: ~~China~~ ~~Shanghai~~ ~~Company Secretary~~

Shi Shuang
Shi Shuang
Company Secretary