

**INTERCONTINENTAL LEASING & FINANCE COMPANY LIMITED**

04, 2nd Floor, 174, Bharucha Bldg (Gold Mohur CHS) Shamaldas Gandhi Marg (Princess Street), Lohar  
Chawl, Kalbadevi Mumbai-400002

E-mail: roc.iclf@gmail.com

CIN: L67120MH1984PLC269707

**Date:**14/01/2017

**To,**  
**The Bombay Stock Exchange Limited**  
**Phiroze Jeejeebhoy Towers,**  
**Dalal Street, Mumbai: 400001.**

**To,**  
**The Calcutta Stock Exchange Ltd.**  
**7, Lyons Range**  
**Kolkata – 700 001.**

**To,**  
**Delhi Stock Exchange Limited**  
**DSE House,**  
**3/1, Asaf Ali Road,**  
**New Delhi 110 002**

**Subject :** Compliance for the Regulation 27(2) of the SEBI (Listing obligation & disclosure requirement) Regulation 2015 for the Quarter ended 31st December,2016.

Dear Sir,

In pursuance of the provision of Regulation 27(2) of the SEBI (Listing obligation & disclosure requirement) Regulation 2015, we hereby sending herewith a copy of Corporate Governance Requirements of the Company for the quarter ended on 31st December,2016.

We trust you will find the same in your Order.

Thanking you,  
Yours faithfully,

**For Intercontinental Leasing And Finance Company Limited**

**Ravi Manohar Kharwad**  
**Director**  
**DIN: 02079606**

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## Compliance Report on Corporate Governance

1. **Name of Listed Entity** : Intercontinental Leasing and Finance Limited  
 2. **Quarter ending** : 31<sup>st</sup> December, 2016

<b>I. Composition of Board of Directors</b>								
Title (Mr./ Ms.)	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)
Mr	Ravi Kharwad	AMIPK1637M 02079606	Executive Director	01/12/2013	NA	1	1	0
Mr	Bhupendra Thakur	AEGPT3982A 05294017	Chairman/E xecutive Director	30/09/2015	NA	4	6	1
Mr	Rajni Shah	AADPS3594A 07008158	Independent Director/ Non Executive	30/09/2015	1 Year & 3 months	5	3	7
Mr	Satish Rajbhar	BHEPR8588J 06798717	Independent Director/ Non Executive	12/05/2014	2 year & 7 months.	7	10	1
Ms.	Sarika Dhage	AXCPD7790B 07273613	Independent Director/ Non Executive	07/11/2015	1 year & 2 months.	4	2	1
Mr.	Kalpak Vora	ADNPV2420P 01556520	Additional Director/ Non Executive	19/12/2016	NA	4	0	0

\$ PAN number of any director would not be displayed on the website of Stock Exchange

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

\* to be filled only for Independent Director. Tenure would mean total period from which Independent director is serving on Board of directors of the listed entity in continuity without any cooling off period.

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<b>II. Composition of Committees</b>		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee) &
1. Audit Committee	Mr. Rajni Shah (C) Mr. Satish Rajbhar Mr. Ravi Kharwad	Chairman & Non-executive director Non-executive & Independent director Executive Director
2. Nomination & Remuneration Committee	Mr. Rajni Shah (C) Mr. Satish Rajbhar Mr. Ravi Kharwad	Chairman & Non-executive director Non-executive & Independent director Executive Director
3 Risk Management Committee (if applicable)	N.A	N.A
4. Stakeholders Relationship Committee	Mr. Rajni Shah(c) Mr. Bhupendra Thakur Mr. Satish Rajbhar	Chairman & Non-executive director Executive Director Non-executive & Independent director

& Category of directors means executive/non-executive/independent/Nominee. if a director fits into more than one category write all categories separating them with hyphen

<b>III. Meeting of Board of Directors</b>		
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)
12/08/2016(A) 20/08/2016(B) 02/09/2016(C)	12/11/2016(D) 29/12/2016(E)	70 Days(D-C) 46 Days(E-D)

<b>IV. Meeting of Committees</b>				
Type of Meeting	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	12/11/2016	Yes	12/08/2016 20/08/2016	73 Days

\*This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

<b>V. Related Party Transactions</b>	
Subject	Compliance status (Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	Not applicable.
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Not applicable.

**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.

<b>VI. Affirmations</b>
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

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(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:

### **Name & Designation**

**Ravi Kharwad**  
**Director**  
**DIN: 02079606**

Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial year, this information may not be given by Listed entity and instead a statement "same as previous quarter" may be given.