



India Cements Capital Limited

Regd. & Corp. Office : Dhun Building,

827, Anna Salai, Chennai - 600 002.

T 2857 2600 / 2841 4503 F 2841 4583 www.iccaps.com

Corporate Identity No.: L65191TN1985PLC012362

ICCL/

10.04.2018

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring, Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI 400 001.

SCRIP CODE : 511355

Dear Sirs,

Sub.: Compliance Report on Corporate Governance

In compliance with Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Compliance Reports in the prescribed formats:

- ❖ Annexure-I - for the quarter ended 31st March 2018; and
- ❖ Annexure-II - for the year ended 31st March 2018.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
for INDIA CEMENTS CAPITAL LIMITED

COMPANY SECRETARY

Encl.: As above

REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **INDIA CEMENTS CAPITAL LIMITED**
 2. Quarter Ending : **31st March, 2018**

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN* & DIN	Category (Chairperson/Executive/Non-Executive/Nominee) ^a	Date of Appointment in the current term/Cessation	Tenure*	No. of Directorship in listed entities including this Regulation 25(1) of Listing Regulations)	No. 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	N.R.KRISHNAN	AJPK6783B/00047799	Chairperson-Non-Executive-Independent	20/05/2013	5 Years	4	6	2
Mr	V.MANICKAM	AAIPM5611P/00179715	Non-Executive Independent	11/02/2015	4 Years	3	3	Nil
Mr	V.M.MOHAN	AGKPM9484G/00921760	Non-Executive	11/02/2015		1	2	Nil
Ms	E.JAYASHREE	AAFPJ8144B/07561385	Non-Executive	29/08/2016		1	Nil	Nil

* PAN number if any Director would not be displayed on the website of Stock Exchange.

^a 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 of 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.

II. Composition of Committees		
Name of Committee	Name of Committee members	Category (Chairperson/Executive/NonExecutive/ Independent/Nominee)s
1. Audit Committee	a) Mr N.R.Krishnan b) Mr V.Manickam c) Mr V.M.Mohan	a) Chairperson-Non-Executive-Independent b) Non-Executive - Independent c) Non-Executive
2. Nomination & Remuneration Committee	a) Mr V.Manickam b) Mr N.R.Krishnan c) Mr V.M.Mohan	a) Chairperson -Non-Executive-Independent b) Non-Executive - Independent c) Non-Executive
3. Risk Management committee(if applicable)	NA	NA
4. Stakeholders Relationship Committee	a) Mr. N.R.Krishnan b) Mr. V.M.Mohan	a) Chairperson - Non-Executive-Independent b) Non-Executive

\$ 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.

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 meetings (in number of days)
09/11/2017	09/02/2018	91

IV. Meeting of Committees			
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*
09/02/2018 -Audit Committee	3 - YES	09/11/2017	91

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

V. Related Party Transactions

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

Note:

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. 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 :

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 - N.A
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 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 the Board of Directors. Any comments/observations/advise of Board of Directors may be mentioned here: - The compliance report for the quarter ended 31.12.2017 was placed before the Board of Directors at its meeting held on 09.02.2018 and this report will be placed at the ensuing Board Meeting.

for **INDIA CEMENTS CAPITAL LIMITED**

F. Jayant

E.JAYASHREE

COMPANY SECRETARY

ANNEXURE- II

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of Listed Entity	: India Cements Capital Limited
Year ended	: 31.03.2018

I. Disclosure on website in terms of Listing Regulations

Item	Compliance status (Yes/No/NA) <i>refer note below</i>
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	NA
Policy on dealing with related party transactions	Yes
Policy for determining material' subsidiaries	Yes
Details of familiarisation 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	NA
New name and the old name of the listed entity	NA

II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
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 Report	17(3)	Yes
Plans for orderly succession for appointments	17 (4)	Yes
Code of conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
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)	NA
Vigil Mechanism	22	Yes
Policy for related party transactions	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party transactions.	23(2), (3)	Yes
Approval for material related party transactions	23(4)	NA
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) &(6)	Yes

II Annual Affirmations

Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarisation 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

3. 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.
4. If status is "No" details of non - compliance may be given here.
5. If the Listed Entity would like to provide any other information the same may be indicated here.

III Affirmations:

The Company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name & Designation :


E. Jayashree
Company Secretary