

Name of the Company : INDIA CEMENTS CAPITAL LIMITED

I. Composition of Board of Directors																			
Title (Mr./Ms)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson /Executive/ Non- Executive/ independent / Nominee) <sup>&amp;</sup>	Initial Date of Appointment	Date of Re-appointment	Date of Cessation	Tenure*	Date of Birth	Whether the Director is disqualified?	Start Date of Disqualification?	End Date of Disqualification?	Details of Disqualification	Current Status	Whether special resolution passed? [Refer Reg 17(1A) of Listing Regulations]	Date of passing special resolution	No. of directorships in listed entities including this listed entity [in reference to Reg. 17A(1)]	No of Independent Director ship in listed entities including this listed entity [in reference to proviso to Reg. 17A(1)]	Number of memberships in Audit/ Stakeholder Committee (s) including this listed entity (Refer Reg. 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Reg. 26(1) of Listing Regulations)
Mr	MANICKAM VENGAIYAGOUNDER	AAIPM5611P & 00179715	Chairman – Non Independent – Non-Executive Director	26-09-2022	-	-		01-04-1952	No	-	-	-	Active	NA	NA	2	1	3	0
Mrs	LAKSHMIAPARNA SREEKUMAR	AMRPS7765B & 08196552	Independent - Non-Executive Director	01-04-2019	01-04-2019	-	60 Months	22-06-1973	No	-	-	-	Active	NA	NA	2	2	7	3
Mr	VEPPUR MARGABANDHU MOHAN	AGKPM9484G & 00921760	Non-Executive Director – Non Independent	11-02-2015	-	-	-	19-05-1956	No	-	-	-	Active	NA	NA	2	0	2	0
Mrs	SANDHYA RAJAN	AKDPR3210N & 08195886	Independent - Non-Executive Director	12-08-2022	12-08-2022	-	19.20 Months	18-04-1973	No	-	-	-	Active	NA	NA	2	2	5	0

Whether Regular chairperson appointed : **Yes**Whether Chairperson is related to managing director or CEO : **No**

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

&amp; 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.

For INDIA CEMENTS CAPITAL LIMITED

*E. Jayashree*  
**E. JAYASHREE**  
 Company Secretary

<b>II. Composition of Committees</b>					
Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive / independent/Nominee)&	Date of Appointment	Date of Cessation
1. Audit Committee	Yes	Ms. LAKSHMIAPARNA SREEKUMAR	Chairman, Independent – Non-Executive <sup>*1</sup>	01-04-2019	---
		Mr. MANICKAM VENGAIYAGOUNDER	Non-Executive – Non-Independent	26-09-2022	---
		Ms. SANDHYA RAJAN	Independent - Non-Executive	26-09-2022	---
2. Nomination and Remuneration Committee	Yes	Ms. LAKSHMIAPARNA SREEKUMAR	Chairperson, Independent - Non-Executive <sup>*2</sup>	01-04-2019	---
		Mr. MANICKAM VENGAIYAGOUNDER	Non-Executive – Non-Independent	26-09-2022	---
		Ms. SANDHYA RAJAN	Independent - Non-Executive	26-09-2022	---
3. Risk Management Committee (if applicable)	NA	NA	NA	NA	NA
4. Stakeholders Relationship Committee	Yes	Ms. LAKSHMIAPARNA SREEKUMAR	Chairperson , Independent - Non-Executive <sup>*3</sup>	01-04-2019	---
		Mr. MANICKAM VENGAIYAGOUNDER	Non-Executive – Non-Independent	26-09-2022	---
		Mr. VEPPUR MARGABANDHU MOHAN	Non-Executive – Non-Independent	29-05-2015	---

<sup>\*1</sup>Chairman w.e.f. 26.09.2022; <sup>\*2</sup> Chairperson w.e.f. 01.04.2019; <sup>\*3</sup> Chairperson w.e.f. 01.04.2019  
& 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	Whether requirement of Quorum met* (YES/NO)	Total number of directors as on date of the meeting	Number of Directors present *	Number of independent directors present*	Maximum gap between any two consecutive (in number of days)
10.11.2023	01.02.2024	Yes	4	4	2	82

\* to be filled in only for the current quarter meetings

For INDIA CEMENTS CAPITAL LIMITED

*E. Jayashree*  
**E. JAYASHREE**  
Company Secretary

<b>IV. Meetings of Committees</b>						
<i>Date(s) of meeting of the committee in the relevant quarter</i>	<i>Whether requirement of Quorum met (details)* (YES/NO)</i>	<i>Total number of directors as on date of the meeting</i>	<i>Number of Directors present*</i>	<i>Number of independent directors present*</i>	<i>Date(s) of meeting of the committee in the previous quarter</i>	<i>Maximum gap between any two consecutive meetings in number of days*</i>
Audit Committee :						
01.02.2024	Yes	3	3	2	10.11.2023	82
Nomination and Remuneration Committee :						
01.02.2024	Yes	3	3	2	-	-
Stakeholders Relationship Committee :						
01.02.2024	Yes	3	3	1	-	-

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

\*\*to be filled in only for the current quarter-meetings

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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 the Audit Committee	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.

<b>VI. Details of Cyber security incidence</b>			
Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter			No
Date of the event	N.A.	Brief details of the event	N.A.

For INDIA CEMENTS CAPITAL LIMITED

*E. Jayashree*

**E. JAYASHREE**  
Company Secretary

## VII. 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 and 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 as specified in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
  5. The report submitted in the previous quarter has been placed before the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here:- Compliance report on Corporate Governance for the quarter ended 31.12.2023 was placed before Board meeting held on 01.02.2024 & this report will be placed at the ensuing board meeting.
- 

**Name & Designation :** E.Jayashree, Company Secretary & Compliance Officer

**Signature :**

For INDIA CEMENTS CAPITAL LIMITED

*E. Jayashree*

E. JAYASHREE  
Company Secretary

**Annexure II**

<b>I. Disclosure on website in terms of Listing Regulations</b>		
<b>Item</b>	<b>Compliance status (Yes/No/NA) refer note below</b>	<b>If Yes provide link to website. If No / NA provide reasons</b>
<b>As per regulation 46(2) of the LODR:</b>		
a) Details of business	Yes	<a href="https://iccaps.co.in/index.html">https://iccaps.co.in/index.html</a>
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://iccaps.co.in/document/investors-corner/Appointment_letter_of_Independent_Director.pdf">https://iccaps.co.in/document/investors-corner/Appointment_letter_of_Independent_Director.pdf</a>
c) Composition of various committees of board of directors	Yes	<a href="https://iccaps.co.in/document/investors-corner/Composition%20of%20Board%20Committees.pdf">https://iccaps.co.in/document/investors-corner/Composition%20of%20Board%20Committees.pdf</a>
d) Code of conduct of board of directors and senior management personnel	Yes	<a href="https://iccaps.co.in/document/investors-corner/Code%20of%20Conduct%20for%20Directors%20and%20Senior%20Management%20Personnel.pdf">https://iccaps.co.in/document/investors-corner/Code%20of%20Conduct%20for%20Directors%20and%20Senior%20Management%20Personnel.pdf</a>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	<a href="https://iccaps.co.in/document/investors-corner/Vigil.pdf">https://iccaps.co.in/document/investors-corner/Vigil.pdf</a>
f) Criteria of making payments to non-executive directors	NA	
g) Policy on dealing with related party transactions	Yes	<a href="https://iccaps.co.in/document/investors-corner/RPT.pdf">https://iccaps.co.in/document/investors-corner/RPT.pdf</a>
h) Policy for determining 'material' subsidiaries	Yes	<a href="https://iccaps.co.in/document/investors-corner/Material%20Subsidiary.pdf">https://iccaps.co.in/document/investors-corner/Material%20Subsidiary.pdf</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://iccaps.co.in/document/investors-corner/Familiarisation_Programme.pdf">https://iccaps.co.in/document/investors-corner/Familiarisation_Programme.pdf</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="https://iccaps.co.in/document/investors-corner/Address%20of%20Compliance%20Officer%20RTA.pdf">https://iccaps.co.in/document/investors-corner/Address%20of%20Compliance%20Officer%20RTA.pdf</a>
k) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	<a href="https://iccaps.co.in/document/investors-corner/Address%20of%20Compliance%20Officer%20RTA.pdf">https://iccaps.co.in/document/investors-corner/Address%20of%20Compliance%20Officer%20RTA.pdf</a>
l) Financial results	Yes	<a href="https://iccaps.co.in/investors-corner.xhtml">https://iccaps.co.in/investors-corner.xhtml</a>
m) Shareholding pattern	Yes	<a href="https://iccaps.co.in/investors-corner.xhtml">https://iccaps.co.in/investors-corner.xhtml</a>

**For INDIA CEMENTS CAPITAL LIMITED***E. Jayashree***E. JAYASHREE  
Company Secretary**

n) Details of agreements entered into with the media companies and/or their associates	NA	
o) Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	NA	
oa) Audio or video recordings and transcripts of post earnings/quarterly calls	NA	
p) New name and the old name of the listed entity	NA	
q) Advertisements as per regulation 47 (1)	Yes	<a href="https://iccaps.co.in/investors-corner.xhtml">https://iccaps.co.in/investors-corner.xhtml</a>
r) Credit rating or revision in credit rating obtained	NA	
s) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes	<a href="https://iccaps.co.in/investors-corner.xhtml">https://iccaps.co.in/investors-corner.xhtml</a>
t) Secretarial Compliance Report	Yes	<a href="https://iccaps.co.in/document/investors-corner/ANNUAL%20SECRETARIAL%20COMPLIANCE%20REPORT%20MAR23.pdf">https://iccaps.co.in/document/investors-corner/ANNUAL%20SECRETARIAL%20COMPLIANCE%20REPORT%20MAR23.pdf</a>
u) Materiality Policy as per Regulation 30(4)	Yes	<a href="https://iccaps.co.in/document/investors-corner/POLICY_FOR_MATERIALITY.pdf">https://iccaps.co.in/document/investors-corner/POLICY_FOR_MATERIALITY.pdf</a>
v) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5)	Yes	<a href="https://iccaps.co.in/document/investors-corner/Contact%20Details%20of%20KMP.pdf">https://iccaps.co.in/document/investors-corner/Contact%20Details%20of%20KMP.pdf</a>
w) Disclosures under regulation 30(8)	Yes	<a href="https://iccaps.co.in/investors-corner.xhtml">https://iccaps.co.in/investors-corner.xhtml</a>
x) Statements of deviation(s) or variations(s) as specified in regulation 32	NA	
y) Dividend distribution policy as specified in regulation 43A(1)	NA	
z) Annual return as provided under section 92 of the Companies Act, 2013	Yes	<a href="https://iccaps.co.in/document/investors-corner/Annual%20return%20as%20on%2031.03.2023.pdf">https://iccaps.co.in/document/investors-corner/Annual%20return%20as%20on%2031.03.2023.pdf</a>
✓ Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	<a href="https://iccaps.co.in/investors-corner.xhtml">https://iccaps.co.in/investors-corner.xhtml</a>
✓ Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes	<a href="https://iccaps.co.in/investors-corner.xhtml">https://iccaps.co.in/investors-corner.xhtml</a>
<i>It is certified that these contents on the website of the listed entity are correct.</i>		

For INDIA CEMENTS CAPITAL LIMITED

*E. Jayashree*  
**E. JAYASHREE**  
**Company Secretary**

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes
Meeting of board of directors	17(2)	Yes
Quorum of board meeting	17(2A)	Yes
Review of Compliance Reports	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
Recommendation of board	17(11)	Yes
Maximum number of directorship	17A	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Role of Audit Committee and information to be reviewed by the audit committee	18(3)	Yes
Composition of Nomination & Remuneration Committee	19(1) & (2)	Yes
Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes
Meeting of Nomination & Remuneration Committee	19(3A)	Yes
Role of Nomination and Remuneration Committee	19(4)	Yes
Composition of Stakeholder Relationship Committee	20(1), 20(2) and 20(2A)	Yes
Meeting of Stakeholder Relationship Committee	20 (3A)	Yes
Role of Stakeholders Relationship Committee	20(4)	Yes
Composition and role of Risk Management Committee	21(1),(2),(3),(4)	NA
Meeting of Risk Management Committee	21(3A)	NA
Quorum of Risk Management Committee meeting	21(3B)	NA
Gap between the meetings of the Risk Management Committee	21(3C)	NA
Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(1A),(5),(6) & (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
Disclosure of related party transactions on consolidated Basis	23(9)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of	24(2),(3),(4),(5) & (6)	Yes

For INDIA CEMENTS CAPITAL LIMITED

*E. Jayashree*  
E. JAYASHREE  
Company Secretary

<i>listed entity</i>		
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2)	Yes
<i>Appointment, Re-appointment or removal of an Independent Director through special resolution or the alternate mechanism</i>	25(2A)	Yes
<i>Meeting of independent directors</i>	25(3) & (4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Declaration from Independent Director</i>	25(8) & (9)	Yes
<i>Directors and Officers insurance</i>	25(10)	NA
<i>Confirmation with respect to appointment of Independent Directors who resigned from the listed entity</i>	25(11)	NA
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management Personnel</i>	26(3)	Yes
<i>Policy with respect to Obligations of directors and senior management</i>	26(2) & 26(5)	Yes
<i>Approval of the Board and shareholders for compensation or profit sharing in connection with dealings in the securities of the listed entity.</i>	26(6)	NA
<i>Vacancies in respect Key Managerial Personnel</i>	26A(1) & 26A(2)	NA

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

**Name & Designation: E.Jayashree, Company Secretary and Compliance Officer**

**Signature:**

**For INDIA CEMENTS CAPITAL LIMITED**

  
**E. JAYASHREE**  
**Company Secretary**



Compliance report on Corporate Governance for the half year ended 31.03.2024

**Annexure III**

Name of the Company : India Cements Capital Limited

I. Disclosure of Loans / guarantees / comfort letters / securities etc. : Refer note below

(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:

Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Nil	Nil
KMPs or any other entity controlled by them	Nil	Nil

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months (taking into account any invocation)
Promoter or any other entity controlled by them	Not applicable	Nil	Nil
Promoter Group or any other entity controlled by them	Not applicable	Nil	Nil
Directors (including relatives) or any other entity controlled by them	Not applicable	Nil	Nil
KMPs or any other entity controlled by them	Not applicable	Nil	Nil

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	Nil	Nil	Nil
Promoter Group or any other entity controlled by them	Nil	Nil	Nil
Directors (including relatives) or any other	Nil	Nil	Nil

entity controlled by them			
KMPs or any other entity controlled by them	Nil	Nil	Nil

**II. Affirmations:**

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company - The Company has not given Loans / guarantees / comfort letters / securities etc. to Promoters or any entity controlled by them, Promoter group or any other entity controlled by them, Directors (including relatives) or any other entity controlled by them, KMPs or any other entity controlled by them.

  
Name : K.SURESH

Designation : CEO & CFO

**Note:**

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;
  - a) by a government company to/ for the Government or government company
  - b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.
  - c) by a banking company or an insurance company ; and
  - d) by the listed entity to its employees or directors as a part of the service conditions
2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.