

**Compliance report on Corporate Governance for the Quarter ended 31.12.2025**

**Annexure I**

**Name of the Company : INDIA CEMENTS CAPITAL LIMITED**

<b>I. Composition of Board of Directors</b>																			
Title (Mr./Ms)	Name of the Director	PAN <sup>§</sup> & DIN	Category (Chairperson /Executive/ Non- Executive/ independent / Nominee) &	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 directorship in listed entities including this listed entity [in reference to Reg. 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to Reg. 17A(1)]	Number of member-ships 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 VENGAIYAGOUNEER	AAIPM5611 P & 00179715	Chairman - Non Independent - Non Executive Director	26-09-2022	-	-	-	01-04-1952	No	-	-	-	Active	NA	NA	2	1	3	0
Mrs	LAKSHMIAPARNA SREEKUMAR	AMRPS7765 B & 08196552	Independent - Non Executive Director	01-04-2019	01-04-2019	-	81 Months	22-06-1973	No	-	-	-	Active	NA	NA	1	1	6	2
Mr	VEPPUR MARGABANDHU MOHAN	AGKPM9484 G & 00921760	Non-Executive Director – Non Independent	11-02-2015	-	-	-	19-05-1956	No	-	-	-	Active	NA	NA	1	0	2	0
Mrs	SANDHYA RAJAN	AKDPR3210 N & 08195886	Independent - Non Executive Director	12-08-2022	12-08-2022	-	16.20 Months	18-04-1973	No	-	-	-	Active	NA	NA	1	1	4	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.

& 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.

<b>II. Composition of Committees</b>						
<i>Name of Committee</i>	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 & <i>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</i>						
<b>III. Meeting of Board of Directors</b>						
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met* (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>Maximum gap between any two consecutive (in number of days)</i>
11.08.2025 26-08-2025	07-11-2025	Yes	4	4	2	72

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

<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 :						
07.11.2025	Yes	3	3	2	11.08.2025	87
Nomination and Remuneration Committee :						
-	Yes	3	3	2	11.08.2025	-
Stakeholders Relationship Committee :						
-	Yes	3	3	1	11.08.2025	-

\* 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

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**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 30.09.2023 was placed before Board meeting held on 10.11.2023 & this report will be placed at the ensuing board meeting.
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**Name & Designation :**

**K.Suresh**

**Company Secretary & Compliance Officer**