

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 <sup>*</sup>	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 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	-	84 Months	22-06-1973	No	-	-	-	Active	NA	NA	1	1	6	2
Mr	VEPPUR MARGABANDHU MOHAN	AGKPM9484G & 00921760	Non-Executive Director – Non Independent	11-02-2015	-	-	-	19-05-1956	No	-	-	-	Active	NA	NA	1	0	2	0
Mrs	SANDHYA RAJAN	AKDPR3210N & 08195886	Independent - Non-Executive Director	12-08-2022	12-08-2022	-	43.20 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.

For INDIA CEMENTS CAPITAL LIMITED



K. SURESH  
Company Secretary

### Composition of Committees

Name of Committee	Whether Regular chairperson appointed	Name of Committee members	Category (Chairperson/Executive/ Non-Executive / independent/Nominee) <sup>§</sup>	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. VEPUR 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*

### 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	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)
07.11.2025	11.02.2026	Yes	4	4	2	95

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

For INDIA CEMENTS CAPITAL LIMITED



K. SURESH  
Company Secretary

#### IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (YES/NO)	Total number of directors as on date of the meeting	Number of Directors present*	Number of independent directors present*	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>Audit Committee</b>						
11.02.2026	Yes	3	3	2	07.11.2025	95
<b>Stakeholders Relationship Committee :</b>						
11.02.2026	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

#### 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 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.

#### VI. Details of Cyber security incidence

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

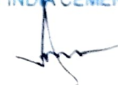
Date of the event

N.A.

Brief details of the event

N.A.

For INDIA CEMENTS CAPITAL LIMITED



K. SURESH  
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.
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**Name & Designation :**      **K.Suresh, Company Secretary & Compliance Officer**

**Signature :**

For INDIA CEMENTS CAPITAL LIMITED



**K. SURESH**  
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	
b) Terms and conditions of appointment of independent directors	Yes	<a href="https://iccaps.co.in/who-we-are.xhtml">https://iccaps.co.in/who-we-are.xhtml</a>
c) Composition of various committees of board of 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>
d) Code of conduct of board of directors and senior management personnel	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>
e) Details of establishment of vigil mechanism/ Whistle Blower policy	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>
f) Criteria of making payments to non-executive directors	NA	<a href="https://iccaps.co.in/document/investors-corner/Vigil.pdf">https://iccaps.co.in/document/investors-corner/Vigil.pdf</a>
g) Policy on dealing with related party transactions	Yes	
h) Policy for determining 'material' subsidiaries	Yes	<a href="https://iccaps.co.in/document/investors-corner/RPT.pdf">https://iccaps.co.in/document/investors-corner/RPT.pdf</a>
i) Details of familiarization programmes imparted to independent directors	Yes	<a href="https://iccaps.co.in/document/investors-corner/Material%20Subsidiary.pdf">https://iccaps.co.in/document/investors-corner/Material%20Subsidiary.pdf</a>
j) Email address for grievance redressal and other relevant details	Yes	<a href="https://iccaps.co.in/document/investors-corner/Familiarisation_Programme.pdf">https://iccaps.co.in/document/investors-corner/Familiarisation_Programme.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/document/investors-corner/Address%20of%20Compliance%20Officer%20RTA.pdf">https://iccaps.co.in/document/investors-corner/Address%20of%20Compliance%20Officer%20RTA.pdf</a>
m) Shareholding pattern	Yes	<a href="https://iccaps.co.in/investors-corner.xhtml">https://iccaps.co.in/investors-corner.xhtml</a>
n) Details of agreements entered into with the media companies and/or their associates	NA	<a href="https://iccaps.co.in/investors-corner.xhtml">https://iccaps.co.in/investors-corner.xhtml</a>
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	

For INDIA CEMENTS CAPITAL LIMITED



**K. SURESH**  
Company Secretary

q) Advertisements as per regulation 47 (1)	Yes	<a href="https://iccaps.co.in/document/investorscorner/UNAUDITED%20FINANCIAL%20RESULTS%20JUN25.pdf">https://iccaps.co.in/document/investorscorner/UNAUDITED%20FINANCIAL%20RESULTS%20JUN25.pdf</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://www.iccaps.co.in/investors-corner.xhtml">https://www.iccaps.co.in/investors-corner.xhtml</a>
t) Secretarial Compliance Report	Yes	<a href="https://iccaps.co.in/document/investorscorner/SECRETARIAL%20COMPLIANCE%20MAR25.pdf">https://iccaps.co.in/document/investorscorner/SECRETARIAL%20COMPLIANCE%20MAR25.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://www.iccaps.co.in/document/investors-corner/Contact%20Details%20of%20KMP.pdf">https://www.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_Return_310324.pdf">https://iccaps.co.in/document/investors-corner/Annual_Return_310324.pdf</a>
✓ Confirmation that the above disclosures are in a separate section as specified in regulation 46(2)	Yes	
✓ Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updation	Yes	
<i>It is certified that these contents on the website of the listed entity are correct.</i>	Yes	

For INDIA CEMENTS CAPITAL LIMITED



K. SURESH  
Company Secretary

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A), 17(1C), 17(1D) & 17(1E)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Role of Audit Committee and information to be reviewed by the audit committee</i>	18(3)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
<i>Role of Nomination and Remuneration Committee</i>	19(4)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Role of Stakeholders Relationship Committee</i>	20(4)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	NA
<i>Meeting of Risk Management Committee</i>	21(3A)	NA
<i>Quorum of Risk Management Committee meeting</i>	21(3B)	NA
<i>Gap between the meetings of the Risk Management Committee</i>	21(3C)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Disclosure of related party transactions on consolidated</i>	23(9)	Yes

For INDIAN CEMENTS CAPITAL LIMITED



**K. SURESH**  
Company Secretary

<i>Basis</i>		
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Yes
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) & (6)	Yes
<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)	Yes
<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)	Yes
<i>Vacancies in respect Key Managerial Personnel</i>	26A(1) & 26A(2)	Yes

**Note**

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- 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: K.Suresh, Company Secretary and Compliance Officer**


**Signature:**

For INDIA CEMENTS CAPITAL LIMITED



K. SURESH  
Company Secretary

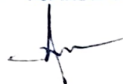
Annexure II		
III. Affirmations		
Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
Any other information to be provided		<div style="text-align: center;">  </div> <div style="text-align: center;">  </div>



Annexure II		
1	Name of signatory	K.SURESH
2	Designation	Company Secretary and Compliance Officer

Investor Grievance Details	
No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	0
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	0

For INDIA CEMENTS CAPITAL LIMITED



K. SURESH  
Company Secretary