

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : INDIA CEMENTS CAPITAL LIMITED
 2. Quarter Ending : 30TH JUNE, 2020

I. Composition of Board of Directors

Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Date of Birth	Initial Date of appointment	Date of Re-appointment	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(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	V.MANICKAM	AAIPM5611P	00179715	Non-Executive - Independent Director	Chairperson	01-04-1952	11-02-2015	26-09-2019	65	2	2	5	2
Mrs	LAKSHMI APARNA SREEKUMAR	AMRPS7765B	08196552	Non-Executive - Independent Director	Not Applicable	22-06-1973	01-04-2019		15	2	2	5	2
Mr	V.M.MOHAN	AGKPM9484G	00921760	Non-Executive - Non Independent Director	Not Applicable	19-05-1956	11-02-2015			1	0	2	0
Mrs	E.JAYASHREE	AAF PJ8144B	07561385	Non-Executive - Non Independent Director	Not Applicable	24-08-1972	29-08-2016			1	0	0	0

Whether Regular Chairperson appointed : **Yes**

Whether Chairperson is related to managing director or CEO : **No**

§ PAN number if 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 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	Whether Regular Chairperson Appointed	Name of Committee members	Category (Chairperson/Executive/NonExecutive/ Independent/Nominee)§	Date of Appointment
1. Audit Committee	Yes	a) Mr V.Manickam b) Mr V.M.Mohan c) Mrs Lakshmi Aparna Sreekumar	a) Chairperson-Non-Executive-Independent b) Non-Executive c) Non-Executive - Independent	11-02-2015 01-04-2019 11-02-2015
2.Nomination & Remuneration Committee	Yes	A) Mrs Lakshmi Aparna Sreekumar b) Mr V.Manickam c) Mr V.M.Mohan	A) Chairperson –Non-Executive-Independent B) Non-Executive C) Non-Executive – Independent	01-04-2019 29-05-2015 02-11-2015
3.Risk Management committee(if applicable)	NA	NA	NA	NA
4.Stakeholders Relationship Committee	Yes	A) Mrs Lakshmi Aparna Sreekumar b) Mr V.Manickam C. Mr. V.M.Mohan	I. Chairperson - Non-Executive-Independent II. Non-Executive-Independent III. Non-Executive	01-04-2019 01-04-2019 29-05-2015

§ 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)
07/02/2020	24/06/2020	137

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*
07/02/2020 - Audit Committee	3 - YES	24/06/2020	137

* 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	
<i>Subject</i>	<i>Compliance status (Yes/No/NA)</i> 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 Board of Directors. Any Comments/Observations/advice of Board of Directors may be mentioned here: - The Compliance report for the quarter ended 31.03.2020 was placed before the Board of Directors at its meeting held on 24th June, 2020 and this report will be placed at the ensuing Board Meeting.

Name & Designation : **E.Jayashree**
Company Secretary