



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/

12.10.2018

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 30th September 2018; and
- ❖ Annexure-III - for the half-year ended 30th September 2018.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
for **INDIA CEMENTS CAPITAL LIMITED**

E. Jayak

COMPANY SECRETARY

Encl.: As above

REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **INDIA CEMENTS CAPITAL LIMITED**
2. Quarter Ending : **30TH SEPTEMBER, 2018**

I. Composition of Board of Directors

Title (Mr./ Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/Execut ive/Non- Executive/Indepen dent/Nominee)*	Date of Appointment in the current term/Cessation	Tenure*	No.of Directorship in listed entities including this listed entity (Refer 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/Stakehold er 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	3	6	2
Mr	V.MANICKAM	AAIPM5611P/00179715	Non-Executive Independent	11/02/2015	4 Years	2	4	1
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

^s 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.

For INDIA CEMENTS CAPITAL LIMITED

E. Jayashree
E. JAYASHREE
Company Secretary

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/NonExecutive/ Independent/Nominee)*
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)
29/05/2018	11/08/2018	73

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*
11/08/2018-Audit Committee	3 - YES	29/05/2018	73

For INDIA CEMENTS CAPITAL LIMITED

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

E. Jayaraj
E. JAYARAJ
Company Secretary

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/advice of Board of Directors may be mentioned here: - The compliance report for the quarter ended 30.06.2018 was placed before the Board of Directors at its meeting held on 11.08.2018 and this report will be placed at the ensuing Board Meeting.

for INDIA CEMENTS CAPITAL LIMITED

E. Jayashree

E.JAYASHREE
COMPANY SECRETARY

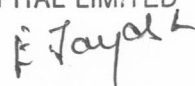
Compliance report on Corporate Governance for the half year ended 30.09.2017**Name of the Company : India Cements Capital Limited****I Affirmations:**

Broad heading	Regulation Number	Compliance status (Yes/No/NA) refer note below
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website.	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting.	18(1)(d)	Yes
Presence of Chairperson of the nomination and remuneration committee at the annual general meeting.	19(3)	No Due to exigency of work he could not attend the AGM
Whether "Corporate Governance Report" disclosed in Annual Report.	34(3) read with para C of Schedule V	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.
- 3 If the Listed Entity would like to provide any other information the same may be indicated here.

Signature:

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