



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/

13.10.2020

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 2020; and
- ❖ Annexure-III - for the half-year ended 30th September 2020.

Kindly Acknowledge Receipt.

Thanking You,

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

F. Jayal

COMPANY SECRETARY

Encl.: As above

COMPLIANCE REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **INDIA CEMENTS CAPITAL LIMITED**
 2. Quarter Ending : **30TH SEPTEMBER, 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	Date of Cessation	Tenure of director (in months)	No of Director ship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Director ship 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		68	2	2	5	2
Mrs	LAKSHMI APARNA SREEKUMAR	AMRPS7765B	08196552	Non-Executive - Independent Director	Not Applicable	22-06-1973	01-04-2019			18	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	AAFJ8144B	07561385	Non-Executive - Non Independent Director	Not Applicable	24-08-1972	29-08-2016		28-09-2020 #		0	0	0	0

ceased to be director from the close of business hours w.e.f 28.09.2020

Whether Regular Chairperson appointed : **Yes**

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

^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.

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) Mrs Lakshmi Aparna Sreekumar c) Mr V.M.Mohan	a) Chairperson-Non-Executive-Independent *1 b) Non-Executive - Independent c) Non-Executive	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 *2 b) Non-Executive – Independent c) Non-Executive	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	a) Chairperson - Non-Executive-Independent *3 b) Non-Executive-Independent c) Non-Executive	01-04-2019 01-04-2019 29-05-2015

*1 Chairman w.e.f.01.04.2019 *2 Chairperson w.e.f.01.04.2019 *3 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	Maximum gap between any two consecutive meetings (in number of days)
24/06/2020	27/07/2020	32
	29/08/2020	32

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*
27/07/2020 - Audit Committee	3 - YES	24/06/2020	32
29/08/2020	3 - YES		32

* 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	
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 Board of Directors. Any Comments/Observations/advice of Board of Directors may be mentioned here: - The Compliance report for the quarter ended 30.06.2020 was placed before the Board of Directors at its meeting held on 27th July, 2020 and this report will be placed at the ensuing Board Meeting.

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

For INDIA CEMENTS CAPITAL LIMITED



E. JAYASHREE
 Company Secretary

Compliance report on Corporate Governance for the Quarter ended 30.09.2020**Annexure III****Name of the Company : India Cements Capital Limited****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)	Yes
Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting.	20(3)	Yes
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.

Name & Designation : E.JAYASHREE COMPANY SECRETARY & COMPLIANCE OFFICER**Signature :****For INDIA CEMENTS CAPITAL LIMITED**
E. JAYASHREE
Company Secretary