



# India Cements Capital Limited

Regd. & Corp. Office : Dhun Building,

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Corporate Identity No.: L65191TN1985PLC012362

ICCL/

10.10.2019

BSE Limited  
Corporate Relationship Department  
1<sup>st</sup> 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 30<sup>th</sup> September 2019; and
- ❖ Annexure-III - for the half-year ended 30<sup>th</sup> September 2019.

Kindly acknowledge receipt.

Thanking you,

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

**COMPANY SECRETARY**

Encl.: As above

# Annexure I

## Compliance report on Corporate Governance for the quarter ended 30.09.2019

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-appoint ment	Date of Cessa tion	Tenure *	Date of Birth	No of Directorship in listed entities including this listed entity [in reference to Regulation 17A(1)]	No of Independent Directorship in listed entities including this listed entity [in reference to proviso to regulation 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.	V.Manickam	AAIPM5611P/ 00179715	Chairperson-Independent - Non-Executive Director	11/02/2015	26/09/2019		7 years	01/04/1952	2	2	5	2
Ms.	Lakshmi Aparna Sreekumar	AMRPS7765B/ 08196552	Independent - Non-Executive Director	01/04/2019			5 years	22/06/1973	2	2	3	2
Mr.	V.M.Mohan	AGKPM9484G/ 00921760	Non-Executive	11/02/2015				19/05/1956	1	Nil	2	Nil
Ms.	E.Jayashree	AAFPJ8144B/ 07561385	Non-Executive	29/08/2016				24/08/1972	1	Nil	Nil	Nil

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

*E. Jayashree*

E. JAYASHREE  
Company Secretary



## II. 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	Mr V.Manickam	Chairman, Independent - Non Executive <sup>*1</sup>	11-02-2015	
		Ms Lakshmi Aparna Sreekumar	Independent - Non Executive	01-04-2019	
		Mr V.M.Mohan	Non Executive	11-02-2015	
2. Nomination & Remuneration Committee	Yes	Ms Lakshmi Aparna Sreekumar	Chairperson, Independent - Non Executive <sup>*2</sup>	01-04-2019	
		Mr V.Manickam	Independent - Non Executive	29-05-2015	
		Mr V.M.Mohan	Non Executive	02-11-2015	
3. Risk Management Committee	N.A	N.A	N.A	N.A	
4. Stakeholders Relationship Committee	Yes	Ms.Lakshmi Aparna Sreekumar	Chairperson, Independent - Non Executive <sup>*3</sup>	01-04-2019	
		Mr V.Manickam	Independent - Non Executive	01-04-2019	
		Mr V.M.Mohan	Non Executive	29-05-2015	

<sup>\*1</sup> Chairman w.e.f 01.04.2019; <sup>\*2</sup> Chairperson w.e.f. 01.04.2019; <sup>\*3</sup> Chairperson w.e.f 01.04.2019

<sup>§</sup> 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	Number of Directors present*	Number of independent directors present *	Maximum gap between any two consecutive (in number of days)
01.04.2019		Yes	3	1	53 days
25.05.2019	07.08.2019	Yes	4	2	73 days

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

## IV. Meetings of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* Yes / No	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*
Audit Committee:					
07.08.2019	Yes	3	2	25.05.2019	73 days

\* 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

For INDIA CEMENTS CAPITAL LIMITED

E. Jayashree

E. JAYASHREE  
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/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. 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 as 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: - Compliance report on Corporate Governance for the quarter ended 30.06.2019 was placed before Board meeting held on 07.08.2019 & this Report will be placed at the ensuing Board Meeting.

Name & Designation : For INDIA CEMENTS CAPITAL LIMITED

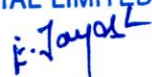
Signature :

  
E. JAYASHREE  
Company Secretary



**Annexure III****Compliance report on Corporate Governance for the half year ended 30.09.2019****Name of the Company : INDIA CEMENTS CAPITAL LIMITED**

<b>Affirmations</b>		
<b>Broad heading</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website</i>	46(2)	Yes
<i>Presence of Chairperson of Audit Committee at the Annual General Meeting</i>	18(1)(d)	Yes
<i>Presence of Chairperson of the nomination and remuneration committee at the annual general meeting</i>	19(3)	Yes
<i>Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting</i>	20(3)	Yes
<i>Whether "Corporate Governance Report" disclosed in Annual Report</i>	34(3) read with para C of Schedule V	Yes
<b>Note</b> 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 :****For INDIA CEMENTS CAPITAL LIMITED****E. JAYASHREE**  
Company Secretary**Signature :**