

Compliance report on Corporate Governance for the Quarter ended 31.03.2025
Annexure I
Name of the Company : INDIA CEMENTS CAPITAL LIMITED
I. Composition of Board of Directors

| Title (Mr./Ms) | Name of the Director | PAN ^{\$} & DIN | Category (Chairperson /Executive/ Non- Executive/ independent / Nominee) & | Initial Date of Appointment | Date of Re-appointment | Date of Cessation | Tenure* | 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 Directorship in listed entities including this listed entity [in reference to proviso to Reg. 17A(1)] | Number of member-ships 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 VENGAIYAGOUNER | AAIPM5611 P & 00179715 | Chairman - Non Independent - Non Executive Director | 26-09-2022 | - | - | | 01-04-1952 | No | - | - | - | Active | NA | NA | 2 | 1 | 3 | 0 |
| Mrs | LAKSHMIAPARNA SREEKUMAR | AMRPS7765 B & 08196552 | Independent - Non Executive Director | 01-04-2019 | 01-04-2024 | - | 72.00 Months | 22-06-1973 | No | - | - | - | Active | NA | NA | 1 | 1 | 6 | 2 |
| Mr | VEPPUR MARGABANDHU MOHAN | AGKPM9484 G & 00921760 | Non-Executive Director – Non Independent | 11-02-2015 | - | - | - | 19-05-1956 | No | - | - | - | Active | NA | NA | 1 | 0 | 2 | 0 |
| Mrs | SANDHYA RAJAN | AKDPR3210 N & 08195886 | Independent - Non Executive Director | 12-08-2022 | 12-08-2022 | - | 31.20 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.

| II. Composition of Committees | | | | | | |
|---|---|---|--|-------------------------------|--|---|
| Name of Committee | Whether Regular chairperson appointed | Name of Committee members | Category (Chairperson/Executive/ Non-Executive / independent/Nominee)& | Date of Appointment | Date of Cessation | |
| 1. Audit Committee | Yes | Ms. LAKSHMIAPARNA SREEKUMAR | Chairman, Independent - Non-Executive ^{*1} | 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 ^{*2} | 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 ^{*3} | 01-04-2019 | --- | |
| | | Mr. MANICKAM VENGAIYAGOUNDER | Non-Executive – Non-Independent | 26-09-2022 | --- | |
| | | Mr. VEPPUR MARGABANDHU MOHAN | Non-Executive – Non-Independent | 29-05-2015 | --- | |
| ^{*1} Chairman w.e.f. 26.09.2022; ^{*2} Chairperson w.e.f. 01.04.2019; ^{*3} Chairperson w.e.f. 01.04.2019 & <i>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</i> | | | | | | |
| 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) |
| 08.11.2024 | 10.02.2025 | Yes | 4 | 4 | 2 | 93 |

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

| IV. Meetings of Committees | | | | | | |
|--|--|--|-------------------------------------|---|--|--|
| <i>Date(s) of meeting of the committee in the relevant quarter</i> | <i>Whether requirement of Quorum met (details)* (YES/NO)</i> | <i>Total number of directors as on date of the meeting</i> | <i>Number of Directors present*</i> | <i>Number of independent directors present*</i> | <i>Date(s) of meeting of the committee in the previous quarter</i> | <i>Maximum gap between any two consecutive meetings in number of days*</i> |
| Audit Committee : | | | | | | |
| 08.11.2024 | Yes | 3 | 3 | 2 | 10.02.2025 | 93 |
| Stakeholders Relationship Committee : | | | | | | |
| 10.02.2025 | Yes | 3 | 3 | 2 | - | - |

* 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 | |
|--|---|
| <i>Subject</i> | <i>Compliance status (Yes/No/NA) refer note below</i> |
| 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 |

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 : E.Jayashree

Company Secretary & Compliance Officer

Annexure II

| I. Disclosure on website in terms of Listing Regulations | | |
|--|---|---|
| <i>Item</i> | <i>Compliance status (Yes/No/NA) refer note below</i> | <i>If Yes provide link to website. If No / NA provide reasons</i> |
| 1) Details of business | Yes | www.iccaps.com |
| 2) Terms and conditions of appointment of independent directors | Yes | www.iccaps.com |
| 3) Composition of various committees of board of directors | Yes | www.iccaps.com |
| 4) Code of conduct of board of directors and senior management personnel | Yes | www.iccaps.com |
| 5) Details of establishment of vigil mechanism/ Whistle Blower policy | Yes | www.iccaps.com |
| 6) Criteria of making payments to non-executive directors | NA | |
| 7) Policy on dealing with related party transactions | Yes | www.iccaps.com |
| 8) Policy for determining 'material' subsidiaries | Yes | www.iccaps.com |
| 9) Details of familiarization programmes imparted to independent directors | Yes | www.iccaps.com |
| 10) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | Yes | www.iccaps.com |
| 11) Email address for grievance redressal and other relevant details | Yes | www.iccaps.com |
| 12) Financial results | Yes | www.iccaps.com |
| 13) Shareholding pattern | Yes | www.iccaps.com |
| 14) Details of agreements entered into with the media companies and/or their associates | NA | |
| 15) 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 | |
| 16) New name and the old name of the listed entity | NA | |
| 17) Advertisements as per regulation 47 (1) | Yes | www.iccaps.com |
| 18) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments | NA | |
| 19) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year | Yes | www.iccaps.com |
| 20) Secretarial Compliance Report | Yes | www.iccaps.com |
| 21) Materiality Policy as per Regulation 30(4) | Yes | www.iccaps.com |
| 22) Disclosure of contact details of KMP who are authorized for the purpose of determining materiality as required under regulation 30(5) | Yes | www.iccaps.com |
| 23) Disclosures under regulation 30(8) | Yes | www.iccaps.com |
| 24) Statements of deviation(s) or variation(s) as specified in regulation 32 | NA | |
| 25) Dividend Distribution policy as per Regulation 43A(1) (as applicable) | NA | |
| 26) Annual return as provided under section 92 of the Companies Act, 2013 | Yes | www.iccaps.com |
| 27) Confirmation that the above disclosures are in a separate section as specified under regulation 46(2) | Yes | www.iccaps.com |
| 28) Compliance with regulation 46(3) with respect to accuracy of disclosures on the website and timely updating | Yes | www.iccaps.com |
| <i>It is certified that these contents on the website of the listed entity are correct.</i> | Yes | |

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

| Particulars | Regulation Number | Compliance status |
|-------------|-------------------|-------------------|
|-------------|-------------------|-------------------|

| | | (Yes/No/NA) refer note below |
|---|-------------------------|--|
| <i>Disclosure of related party transactions on consolidated Basis</i> | 23(9) | Yes |
| <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>Disclosure of Shareholding by Non- Executive Directors</i> | 26(4) | 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) | NA |
| <i>Vacancies in respect Key Managerial Personnel</i> | 26A(1) & 26A(2) | NA |

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.

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: E.Jayashree, Company Secretary and Compliance Officer

Signature:

Compliance report on Corporate Governance for the half year ended 31.03.2025**Name of the Company : India Cements Capital Limited****I. Disclosure of Loans / guarantees / comfort letters / securities etc. : Refer note below****(A) Any loan or any other form of debt advanced by the listed entity directly or indirectly to:**

| Entity | Aggregate amount advanced during six months | Balance outstanding at the end of six months |
|--|--|---|
| Promoter or any other entity controlled by them | Nil | Nil |
| Promoter Group or any other entity controlled by them | Nil | Nil |
| Directors (including relatives) or any other entity controlled by them | Nil | Nil |
| KMPs or any other entity controlled by them | Nil | Nil |

(B) Any guarantee/ comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type (guarantee, comfort letter etc.) | Aggregate amount of issuance during six months | Balance outstanding at the end of six months (taking into account any invocation) |
|--|--|---|--|
| Promoter or any other entity controlled by them | Not applicable | Nil | Nil |
| Promoter Group or any other entity controlled by them | Not applicable | Nil | Nil |
| Directors (including relatives) or any other entity controlled by them | Not applicable | Nil | Nil |
| KMPs or any other entity controlled by them | Not applicable | Nil | Nil |

(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by:

| Entity | Type of security (cash, shares etc.) | Aggregate value of security provided during six months | Balance outstanding at the end of six months |
|--|--------------------------------------|--|--|
| Promoter or any other entity controlled by them | Not applicable | Nil | Nil |
| Promoter Group or any other entity controlled by them | Not applicable | Nil | Nil |
| Directors (including relatives) or any other entity controlled by them | Not applicable | Nil | Nil |
| KMPs or any other entity controlled by them | Not applicable | Nil | Nil |

II. Affirmations:

All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company - The Company has not given Loans / guarantees / comfort letters / securities etc. to Promoters or any entity controlled by them, Promoter group or any other entity controlled by them, Directors (including relatives) or any other entity controlled by them, KMPs or any other entity controlled by them.

Name : **K.SURESH**

Designation : **CEO & CFO**

Note:

1. These disclosures shall exclude any loan (or other form of debt), guarantee / comfort letter (by whatever name called) or security provided in connection with any loan or any other form of debt;

a) by a government company to/ for the Government or government company

b) by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity.

c) by a banking company or an insurance company ; and

d) by the listed entity to its employees or directors as a part of the service conditions

2. If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.