



# India Cements Capital Limited

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827, Anna Salai, Chennai - 600 002.

T 2857 2600 / 2841 4503 F 2841 4583 www.iccaps.com

Corporate Identity No.: L65191TN1985PLC012362

Email : [secr@iccaps.com](mailto:secr@iccaps.com)

ICCL/

18.04.2023

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**

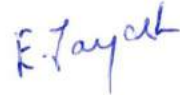
In Compliance with Regulation 27(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose Compliance Reports on Corporate Governance in the prescribed formats:

- ❖ Annexure- I - for the Quarter ended 31<sup>st</sup> March 2023;
- ❖ Annexure- II - for the Year ended 31<sup>st</sup> March 2023;
- ❖ Annexure- IV - for the half-year ended 31<sup>st</sup> March 2023.

Kindly Acknowledge Receipt.

Thanking You,

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



**COMPANY SECRETARY**

Encl.: As above

Compliance report on Corporate Governance for the Quarter ended 31.03.2023

**Annexure I**

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-appointment	Date of Cessation	Tenure*	Date of Birth	Whether the director is disqualified?	Current Status	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 VENGAIYA GOUNDER	AAIPM5611P & 00179715	Chairman - Non Independent - Non-Executive Director	26-09-2022	-	-		01-04-1952	No	Active	1	0	2	0
Mrs	LAKSHMIAPARNA SREEKUMAR	AMRPS7765B & 08196552	Independent - Non-Executive Director	01-04-2019	-	-	48 Months	22-06-1973	No	Active	2	2	5	3
Mr	VEPPUR MARGABANDHU MOHAN	AGKPM9484G & 00921760	Non-Executive Director – Non Independent	11-02-2015	-	-	-	19-05-1956	No	Active	1	0	2	0
Mrs	SANDHYA RAJAN	AKDPR3210N & 08195886	Independent - Non-Executive Director	12-08-2022	-	-	7.20 Months	18-04-1973	No	Active	2	2	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.

**For INDIA CEMENTS CAPITAL LIMITED**

*E. Jayashree*  
**E. JAYASHREE**  
 Company Secretary



<b>II. Composition of Committees</b>					
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 <sup>*1</sup>	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 <sup>*2</sup>	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 <sup>*3</sup>	01-04-2019	---
		Mr. MANICKAM VENGAIYAGOUNDER	Non-Executive – Non-Independent	26-09-2022	---
		Mr. VEPPUR MARGABANDHU MOHAN	Non-Executive – Non-Independent	29-05-2015	---
<sup>*1</sup> Chairman w.e.f. 26.09.2022; <sup>*2</sup> Chairperson w.e.f. 01.04.2019; <sup>*3</sup> 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					

<b>III. Meeting of Board of Directors</b>						
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)
07.11.2022	01.02.2023	Yes	4	4	2	85

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

<b>IV. Meetings of Committees</b>						
Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)* (YES/NO)	Total number of directors as on date of the meeting	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*
<b>Audit Committee:</b>						
01.02.2023	Yes	3	3	2	07.11.2022	85

\* 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

<b>V. Related Party Transactions</b>	
<b>Subject</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
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. Affirmations**

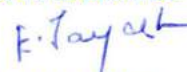
1. The composition of Board of Directors is in terms of SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015.
2. The composition of the following committees is in terms of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:
  - a. Audit Committee
  - b. Nomination 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 31.12.2022 was placed before Board meeting held on 01.02.2023 & this report will be placed at the ensuing board meeting.

For INDIA CEMENTS CAPITAL LIMITED

Name & Designation :

E.Jayashree

Company Secretary & Compliance Officer

  
E. JAYASHREE  
Company Secretary



**Annexure II**

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA) refer note below	If Yes provide link to website. If No / NA provide reasons
As per regulation 46(2) of the LODR:		
a) Details of business	Yes	www.iccaps.com
b) Terms and conditions of appointment of independent directors	Yes	www.iccaps.com
c) Composition of various committees of board of directors	Yes	www.iccaps.com
d) Code of conduct of board of directors and senior management personnel	Yes	www.iccaps.com
e) Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	www.iccaps.com
f) Criteria of making payments to non-executive directors	NA	
g) Policy on dealing with related party transactions	Yes	www.iccaps.com
h) Policy for determining 'material' subsidiaries	Yes	www.iccaps.com
i) Details of familiarization programmes imparted to independent directors	Yes	www.iccaps.com
j) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances.	Yes	www.iccaps.com
k) Email address for grievance redressal and other relevant details	Yes	www.iccaps.com
l) Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	www.iccaps.com
m) Financial results	Yes	www.iccaps.com
n) Shareholding pattern	Yes	www.iccaps.com
o) Details of agreements entered into with the media companies and/or their associates	NA	
p) 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	
q) New name and the old name of the listed entity	NA	
r) Advertisements as per regulation 47 (1)	Yes	www.iccaps.com
s) Credit rating or revision in credit rating obtained by the entity for all its outstanding instruments	NA	
t) Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year.	Yes	www.iccaps.com
As per other regulations of the LODR:		
a) Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes	www.iccaps.com
b) Materiality Policy as per Regulation 30	Yes	www.iccaps.com
c) Dividend Distribution policy as per Regulation 43A (as applicable)	NA	
<i>It is certified that these contents on the website of the listed entity are correct.</i>	Yes	

<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and / or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1), 17(1A) & 17(1B)	Yes
<i>Meeting of board of directors</i>	17(2)	Yes
<i>Quorum of board meeting</i>	17(2A)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Recommendation of board</i>	17(11)	Yes
<i>Maximum number of directorship</i>	17A	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of Nomination &amp; Remuneration Committee</i>	19(1) & (2)	Yes
<i>Quorum of Nomination and Remuneration Committee meeting</i>	19(2A)	Yes
<i>Meeting of Nomination &amp; Remuneration Committee</i>	19(3A)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1), 20(2) and 20(2A)	Yes
<i>Meeting of Stakeholder Relationship Committee</i>	20 (3A)	Yes
<i>Composition and role of Risk Management Committee</i>	21(1),(2),(3),(4)	NA
<i>Meeting of Risk Management Committee</i>	21(3A)	NA
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(1A),(5),(6),(7) & (8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party transactions</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	NA
<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>Annual Secretarial Compliance Report</i>	24(A)	Yes

For INDIA CEMENTS CAPITAL LIMITED

*E. Jayashree*

E. JAYASHREE  
Company Secretary



<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status (Yes/No/NA) refer note below</b>
<i>Alternate Director to Independent Director</i>	25(1)	NA
<i>Maximum Tenure</i>	25(2)	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>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

**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:**

**For INDIA CEMENTS CAPITAL LIMITED**

*E. Jayashree*  
**E. JAYASHREE**  
**Company Secretary**

**Compliance report on Corporate Governance for the half year ended 31.03.2023****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:**

<b>Entity</b>	<b>Aggregate amount advanced during six months</b>	<b>Balance outstanding at the end of six months</b>
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:**

<b>Entity</b>	<b>Type (guarantee, comfort letter etc.)</b>	<b>Aggregate amount of issuance during six months</b>	<b>Balance outstanding at the end of six months (taking into account any invocation)</b>
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:**

<b>Entity</b>	<b>Type of security (cash, shares etc.)</b>	<b>Aggregate value of security provided during six months</b>	<b>Balance outstanding at the end of six months</b>
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**

**Note:**

- 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;*
  - by a government company to/ for the Government or government company;*
  - by the listed entity to/for its subsidiary [and joint-venture company] whose accounts are consolidated with the listed entity;*
  - by a banking company or an insurance company; and*
  - by the listed entity to its employees or directors as a part of the service conditions.*
- If the Listed Entity would like to provide any other information, the same may be indicated as Para D in the above table.*