

Compliance report on Corporate Governance for the Quarter ended 30.09.2024

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 ?	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 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	MANICKAM VENGAIYAGOUNER	AAIPM5611P & 00179715	Chairman - Non Independent - Non-Executive Director	26-09-2022	-	-		01-04-1952	No	Active	2	1	3	0
Mrs	LAKSHMIAPARNA SREEKUMAR	AMRPS7765B & 08196552	Independent - Non-Executive Director	01-04-2019	01-04-2024	-	66 Months	22-06-1973	No	Active	2	2	7	3
Mr	VEPPUR MARGABANDHU MOHAN	AGKPM9484G & 00921760	Non-Executive Director – Non Independent	11-02-2015	-	-	-	19-05-1956	No	Active	2	0	2	0
Mrs	SANDHYA RAJAN	AKDPR3210N & 08195886	Independent - Non-Executive Director	12-08-2022	12-08-2022	-	25.20 Months	18-04-1973	No	Active	2	2	5	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						
<i>Name of Committee</i>	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. VEPUR 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						
<i>Date(s) of Meeting (if any) in the previous quarter</i>	<i>Date(s) of Meeting (if any) in the relevant quarter</i>	<i>Whether requirement of Quorum met* (YES/NO)</i>	<i>Total number of directors as on date of the meeting</i>	Number of Directors present *	Number of independent directors present*	<i>Maximum gap between any two consecutive (in number of days)</i>
20.05.2024	09.08.2024	Yes	4	4	2	80

* 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 :						
09.08.2024	Yes	3	3	2	20.05.2024	80
Nomination and Remuneration Committee :						
-	-	-	-	-	-	-
Stakeholders Relationship Committee :						
-	-	-	-	-	-	-

* 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	
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 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 30.06.2023 was placed before Board meeting held on 07.08.2023 & this report will be placed at the ensuing board meeting.
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Name & Designation : E.Jayashree

Company Secretary & Compliance Officer

Annexure III

Compliance report on Corporate Governance for the half year ended 30.09.2023

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

Compliance report on Corporate Governance for the half year ended 30.09.2024**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.