

REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **INDIA CEMENTS CAPITAL LIMITED**
2. Quarter Ending : **30TH SEPTEMBER, 2017**

I. Composition of Board of Directors								
Title (Mr./ Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) ^a	Date of Appointment in the current term/Cessation	Tenure*	No. of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	No. 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	N.R.KRISHNAN	AIJPK6783B/00047799	Chairperson-Non-Executive-Independent	20/05/2013	5 Years	4	6	2
Mr	V.MANICKAM	AAIPM5611P/00179715	Non-Executive Independent	11/02/2015	4 Years	3	3	Nil
Mr	V.M.MOHAN	AGKPM9484G/00921760	Non-Executive	11/02/2015		1	2	Nil
Ms	E.JAYASHREE	AAFPJ8144B/07561385	Non-Executive	29/08/2016		1	Nil	Nil

^s PAN number if any Director would not be displayed on the website of Stock Exchange.

^a 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	Name of Committee members	Category (Chairperson/Executive/NonExecutive/Independent/Nominee)[§]
1. Audit Committee	a) Mr N.R.Krishnan b) Mr V.Manickam c) Mr V.M.Mohan	a) Chairperson-Non-Executive-Independent b) Non-Executive - Independent c) Non-Executive
2.Nomination & Remuneration Committee	a) Mr V.Manickam b) Mr N.R.Krishnan c) Mr V.M.Mohan	a) Chairperson –Non-Executive-Independent b) Non-Executive - Independent c) Non-Executive
3.Risk Management committee(if applicable)	NA	NA
4.Stakeholders Relationship Committee	a) Mr. N.R.Krishnan b) Mr. V.M.Mohan	a) Chairperson - Non-Executive-Independent b) Non-Executive

§ 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)
29/05/2017	28/07/2017	59

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*
28/07/2017-Audit Committee	3 - YES	29/05/2017	59

* 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) <small>refer note below</small>
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 the Board of Directors. Any comments/observations/advice of Board of Directors may be mentioned here: - The compliance report for the quarter ended 30.06.2017 was placed before the Board of Directors at its meeting held on 28.07.2017 and this report will be placed at the ensuing Board Meeting.

for INDIA CEMENTS CAPITAL LIMITED

E. Jayashree

E.JAYASHREE
COMPANY SECRETARY

Annexure III

Compliance report on Corporate Governance for the half year ended 30.09.2017

Name of the Company : India Cements Capital Limited

I 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
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.		

Signature:



Name : E. Jayashree
Designation : Company Secretary