

REPORT ON CORPORATE GOVERNANCE

1. Name of Listed Entity : **INDIA CEMENTS CAPITAL LIMITED**  
 2. Quarter Ending : **31<sup>ST</sup> MARCH, 2017**

<b>I. Composition of Board of Directors</b>								
Title (Mr./Ms)	Name of the Director	PAN* & DIN	Category (Chairperson/Executive/Non-Executive/Independent/Nominee) <sup>a</sup>	Date of Appointment in the current term/Cessation	Tenure*	No. of Directorship in listed entities including this 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	ALJPK6783B/00047799	Chairperson-Non-Executive-Independent	20/05/2013	5 Years	5	7	3
Mr	V.MANICKAM	AAIPM5611P/00179715	Non-Executive Independent	11/02/2015	4 Years	4	4	Nil
Mr	V.M.MOHAN	AGKPM9484G/00921760	Non-Executive	11/02/2015		2	2	Nil
Ms	E.JAYASHREE	AAFPJ8144B/07561385	Non-Executive	29/08/2016		1	Nil	Nil

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

<sup>a</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.

\*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.

**For INDIA CEMENTS CAPITAL LIMITED**

*E. Jayashree*

**E. JAYASHREE**  
Company Secretary

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)
07/11/2016	27/01/2017	80

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*
27/01/2017- Audit Committee	3 - YES	07/11/2016	80

\* This information has to be mandatorily be given for audit committees, for rest of the committees optional.

*E. Jayashree*

E. JAYASHREE  
Company Secretary

<b>V. Related Party Transactions</b>		<b>Compliance status (Yes/No/NA)</b> refer note below
<b>Subject</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 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 Board of Directors. Any comments/observations/ advice of Board of Directors may be mentioned here: - The compliance report for the quarter ended 31.12.2016 was placed before the Board of Directors at its meeting held on 27.01.2017 and this report will be placed at the ensuing Board Meeting.

for INDIA CEMENTS CAPITAL LIMITED



E. Jayashree

E. JAYASHREE  
COMPANY SECRETARY

**ANNEXURE- II**

**COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of Listed Entity	: <b>India Cements Capital Limited</b>
Year ended	: 31.03.2017

<b>I. Disclosure on website in terms of Listing Regulations</b>	
<b>Item</b>	<b>Compliance status (Yes/No/NA) <i>refer note below</i></b>
Details of business	Yes
Terms and conditions of appointment of independent directors	Yes
Composition of various committees of board of directors	Yes
Code of conduct of board of directors and senior management personnel	Yes
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes
Criteria of making payments to non-executive directors	NA
Policy on dealing with related party transactions	Yes
Policy for determining 'material' subsidiaries	Yes
Details of familiarisation programmes imparted to independent directors	Yes
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes
email address for grievance redressal and other relevant details	Yes
Financial results	Yes
Shareholding pattern	Yes
Details of agreements entered into with the media companies and/or their associates	NA
New name and the old name of the listed entity	NA

**For INDIA CEMENTS CAPITAL LIMITED**

*E. Jayashree*

**E. JAYASHREE**  
Company Secretary

## II Annual Affirmations

Particulars	Regulation Number	Compliance status (Yes/No/NA) <small>refer note below</small>
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)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Report	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
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2),(3),(4)	NA
Vigil Mechanism	22	Yes
Policy for related party transactions	23(1),(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
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) &(6)	Yes

For INDIA CEMENTS CAPITAL LIMITED

*F. Jayashree*

E. JAYASHREE  
Company Secretary

**II Annual Affirmations**

Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarisation of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior Management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes

**Note**

3. 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.

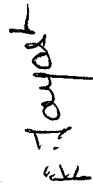
4. If status is "No" details of non - compliance may be given here.

5. If the Listed Entity would like to provide any other information the same may be indicated here.

**III Affirmations:**

The Company has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied.

Name &amp; Designation :

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