

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2025

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
INDIA CEMENTS CAPITAL LIMITED

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. INDIA CEMENTS CAPITAL LIMITED [CIN:L65191TN1985PLC012362]** (hereinafter called "The Company"). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of **M/s. INDIA CEMENTS CAPITAL LIMITED** books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31/03/2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. INDIA CEMENTS CAPITAL LIMITED for the financial year ended on 31/03/2025 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the Rules made thereunder;



The company has duly complied with the procedure laid under Companies Act 2013 and forms, returns in this connection have been duly filed and there are no other adverse remarks or qualification in this aspect.

- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the Rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent applicable to Authorised Dealer Category II License Holder as an Authorised Money Changer [issued by Reserve Bank of India].
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
 - d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - e) The SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.
- vi. As informed to me the following other Laws specifically applicable to the Company as under:
 - a) The Employees' Provident Funds and Miscellaneous Provisions Act, 1952
 - b) Employees' State Insurance Act, 1948
 - c) Equal Remuneration Act, 1976
 - d) The Shops & Establishments Act, 1953
 - e) Minimum Wages Act, 1948
 - f) The Maternity benefit Act, 1961



- g) Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
- h) Payment of Wages Act, 1936
- i) The Maternity benefit Act, 1961
- j) The Employee Compensation Act, 1923
- k) The Payment of Bonus Act, 1985
- l) The Child Labour (Prohibition and Regulation) Act, 1986

I have also examined compliance with the applicable clauses of the following:

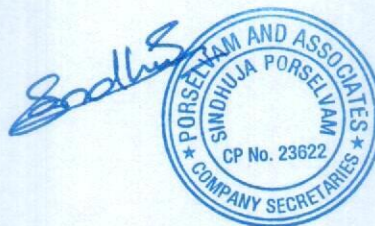
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Uniform Listing Agreement under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, entered into by the Company with, Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

During the audit, it was observed that though the Company had complied with the relevant provisions of Section 125 of the Companies Act, 2013 read with Rules 7(2A) and 7(2B) of Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules 2016, as amended, in respect of appointment of Nodal Officer for the purposes of verification of claims and coordination with IEPF Authority, there was a procedural lapse (delay of 5 days) on the part of the Company in filing the e Form IEPF -2 intimating the details of "Nodal Officer" with MCA.

I further report that

- The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Women Directors. The change in the composition of the Board of Directors that took place during the Financial Year under review were carried out in compliance with the provisions of the Act.



- Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting member's views, if any, are captured and recorded as part of the minutes.

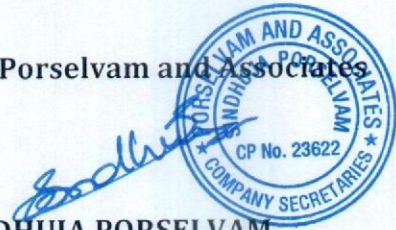
I further report that there are adequate systems and processes in the company which commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. I further report that during the audit period there were no specific events/ actions in pursuance of the above referred laws, rules, regulation, guidelines, etc, having a major bearing on the Company's affairs.

Place: Chennai

Date: 11/08/2025

UDIN: A044831F000938086

For Porselvam and Associates



SINDHUJA PORSELVAM

Company Secretary in Practice

Mem. No 44831; CP No. 23622

PR No.: 5912/2024

ANNEXURE TO SECRETARIAL AUDIT REPORT

To
The Members
INDIA CEMENTS CAPITAL LIMITED

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

Place: Chennai
Date: 11/08/2025
UDIN: A044831F000938086

For Porselvam and Associates

SINDHUJA PORSELVAM
Company Secretary in Practice
Mem. No 44831; CP No. 23622
PR No.: 5912/2024

