



India Cements Capital Limited

Regd. & Corp. Office : Dhun Building,

827, Anna Salai, Chennai - 600 002.

T 2857 2600 / 2841 4503 www.iccaps.com

Corporate Identity No.: L65191TN1985PLC012362

ICCL/

18.01.2023

BSE Limited

Corporate Relationship Department

1st 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 Report on Corporate Governance in the prescribed format (Annexure- I) for the quarter ended 31st December, 2022.

Kindly Acknowledge Receipt.

Thanking You,

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

E. Jayash

COMPANY SECRETARY

Encl.: As above

Compliance report on Corporate Governance for the Quarter ended 31.12.2022

Annexure IName 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 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	V.MANICKAM	AAIPM5611P & 00179715	Chairman - Non Independent - Non-Executive Director	26-09-2022	-	-		01-04-1952	No	Active	1	0	2	0
Mrs	LAKSHMI APARNA SREEKUMAR	AMRPS7765B & 08196552	Independent - Non-Executive Director	01-04-2019	-	-	45 Months	22-06-1973	No	Active	2	2	5	3
Mr	V.M.MOHAN	AGKPM9484G & 00921760	Non-Executive Director – Non Independent	11-02-2015	-	-	-	19-05-1956	No	Active	1	Nil	2	Nil
Mrs	SANDHYA RAJAN	AKDPR3210N & 08195886	Independent - Non-Executive Director	12-08-2022	-	-	5 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

II. Composition of Committees					
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. LAKSHMI APARNA SREEKUMAR	Chairman, Independent - Non-Executive ^{*1}	01-04-2019	---
		Mr. V.MANICKAM	Non-Executive – Non-Independent	26-09-2022	---
		Ms. SANDHYA RAJAN	Independent - Non-Executive	26-09-2022	---
2. Nomination and Remuneration Committee	Yes	Ms. LAKSHMI APARNA SREEKUMAR	Chairperson, Independent - Non-Executive ^{*2}	01-04-2019	---
		Mr. V.MANICKAM	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. V.MANICKAM	Non-Executive – Non-Independent	26-09-2022	---
		Mr. V.M.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

& 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	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)
12.08.2022	07.11.2022	Yes	4	4	2	86

* to be filled in only for the current quarter meetings

IV. Meetings of Committees						
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*
Audit Committee :						
07.11.2022	Yes	3	3	2	12.08.2022	86

* 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
Company Secretary

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 30.09.2022 was placed before Board meeting held on 07.11.2022 & this report will be placed at the ensuing board meeting.

For INDIA CEMENTS CAPITAL LIMITED

E. Jayashree

Name & Designation :

E. Jayashree

E. JAYASHREE
Company Secretary

Company Secretary & Compliance Officer