

THE INDIA CEMENTS LIMITED

Corporate Office: Coromandel Towers, 93, Santhome High Road, Karpagam Avenue, R.A. Puram, Chennai - 600 028. Phone: 044-28521526, 28572100

Fax: 044-2851 7198 Grams: 'INDCEMENT'

CIN: L26942TN1946PLC000931

ICL/

15.04.2016

National Stock Exchange of India Ltd Exchange Plaza, 5th Floor Plot No.C/1, G Block Bandra-Kurla Complex Bandra (E) MUMBAI 400 051.

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 Reports in the prescribed formats in:

- Annexure-I for the quarter ended 31st March 2016; and
- Annexure-II for the year ended 31st March 2016.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully, for THE INDIA CEMENTS LIMITED

COMPANY SECRETARY

Encl.: As above





Compliance report on Corporate Governance for the quarter ended 31.03.2016 Name of the Company : The India Cements Limited

| | pmposition of Boar | | | | | · | T-1-21 | |
|-----------------------|------------------------------|--|---|---|---------|---|--|---|
| Title (Mr./ Ms) | Name of the Director | PAN ^s & DIN | Category (Chairperson/ Executive/ Non- Executive/ independent/ Nominee) ^{&} | Date of Appoint- ment in the current term cessation | Tenure* | No of Director-ship in listed entities including this listed entity (Refer Reg. 25 (1) of Listing Regulations) | 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/ Stakeholde Committee held in listed entities including this listed entity (Refer Reg. 26(1) of Listing Regulations) |
| Mr. | N.Srinivasan | ABCPS0140C & 00116726 | Vice Chairman, Executive Director | 15/09/1989 | | 3 | 3 | 2 |
| Ms. | Chitra Srinivasan | | Non-Executive Director | 05/03/2010 | | 1 | Nil | Nil |
| Ms. | Rupa Gurunath | ABWPR0130P & 01711965 | Executive Director | 05/03/2010 | | 2 | 4 | Nil |
| Mr. | Arun Datta | AFRPD1597D & 00180069 | Independent, Non-Executive Director | 28/10/2009 | 2 Years | 2 | . 4 | 1 . |
| Mr. | S.Balasubramanian Adityan | AAFPA6360C & 00036898 | Independent, Non-Executive Director | 07/12/2015 (Additional Director) | | 1 | Nil | Nil |
| Mr. | Basavaraju | & 01252772 | Nominee of Life Insurance Corporation of India, Non-Executive Director | 14/02/2013 | | 2 | 2 | Nil |
| Mr. | R.K.Das | AEKPD6824R & 00327985 | | 01/10/2004 | 2 Years | 2 | 6 | Nil |
| Mr. | N.R.Krishnan | & 00047799 | Independent, Non-Executive Director | 24/09/2007 | 2 Years | . 5 | 7 | 3 |
| Mr. | V.Manickam | | Independent, Non-Executive Director | 14/02/2013 | 2 Years | 4 | 5 | Nil |
| Mr. | Rabinarayan Panda | & 07034875 | Nominee of IDBI Bank Ltd., Non-Executive Director | 29/12/2015 | | 2 | Nil | Nil |
| Mr. | N. Srinivasan | & 00004195 | Independent, Non-Executive Director | 30/09/2006 | 2 Years | 7 | 9 | 3 |
| Mr. | PL.Subramanian | The state of the s | Non-Executive Director | 08/06/2015 | | 2 | 1 | Nil |

II Composition of Committees

| Name of Committee | Name of Committee members | Category (Chairperson/Executive/ Non Executive/independent/Nominee) ^{\$} | |
|--|---------------------------|---|--|
| 1. Audit Committee | Same as previous quarter | | |
| 2. Nomination & Remuneration Committee | Same as previous quarter | | |
| 3. Risk Management Committee (if applicable) | Not Applicable | | |
| 4. Stakeholders Relationship Committee | Same as previous quarter | | |

[&]amp; 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 | | Date(s) of Meeting (if any) in the | Maximum gap between any two consecutive | | | |
|------------------------------------|------------------|------------------------------------|---|--|--|--|
| | previous quarter | relevant quarter | (in number of days) | | | |
| | 02.11.2015 | 10.02.2016 . | 64 days | | | |
| | 07.12.2015 | 25.03.2016 | 43 days | | | |

For THE INDIA CEMENTS LIMITED

PAN number 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.

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* | | | |
|---|--|------------|---|--|--|--|
| Audit Committee: | | | | | | |
| 10.02.2016 | Yes | 02.11.2015 | 99 days | | | |

^{*} This information has to be mandatorily be given for audit committee, for rest of the committees giving this information is optional

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 Audit Committee | Yes |

Note

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 (applicable to the top 100 listed entities) Not Applicable
- 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. 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: Compliance report on Corporate Governance for the quarter ended 31.12.2015 placed before Board meeting held on 10.02.2016 & this Report will be placed at the ensuing Board Meeting.

Name

: S.Sridharan

Designation: Company Secretary

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For THE INDIA CEMENTS LIMITED

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.

Compliance Report on Corporate Governance for the year ended 31.03.2016 Name of the Company: The India Cements Limited

| I. Disclosure on website in terms of Listing Regulations: | | |
|---|-------------------|--|
| Item | Compliance status | |
| | (Yes/No/NA) | |
| | refer note below | |
| 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 | Yes | |
| personnel | | |
| Details of establishment of vigil mechanism/ Whistle Blower | Yes | |
| policy | NIA | |
| 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 familiarization programmes imparted to independent | Yes | |
| directors | Yes | |
| Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances | 163 | |
| e-mail address for grievance redressal and other relevant details | Yes | |
| Financial results | Yes | |
| Shareholding pattern | Yes | |
| Details of agreements entered into with the media companies | Yes | |
| and/or their associates | NA | |
| New name and the old name of the listed entity | 11/1 | |

| II Annual Affirmations | | |
|---|----------------------|--|
| Particulars | Regulation Number | Compliance status (Yes/No/NA) refer note below |
| 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 Reports | 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 |

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| 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 Transaction | 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) | NA |
| Other Corporate Governance requirements with respect to subsidiary of listed entity | 24(2),(3),(4),(5) & (6) | Yes |
| Maximum Directorship & Tenure | 25(1) & (2) | Yes |
| Meeting of independent directors | 25(3) & (4) | Yes |
| Familiarization 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

- 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.
- 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

: S.Sridharan

Designation: Company Secretary

For THE INDIA CEMENTS LIMITED

