



# THE INDIA CEMENTS LIMITED

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CIN : L26942TN1946PLC000931

ICL/

3<sup>rd</sup> January 2017

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 Report on Corporate Governance for the quarter ended 31.12.2016 in the prescribed format (in Annexure-I).

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 31.12.2016

Name of the Company : The India Cements Limited

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN <sup>s</sup> & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) <sup>6</sup>	Date of Appointment in the current term / cessation	Tenure*	No of Directorship 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/ Stakeholder 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	ACVPS7424B & 01094213	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	5 Years	1	1	Nil
Mr.	K Balakrishnan	AEWPB3430K & 00034031	Independent - Non-Executive Director	29/08/2016	1 year	1	Nil	Nil
Mr.	V Ranganathan	ACCPR4755K & 00550121	Independent - Non-Executive Director	29/08/2016	1 year	1	Nil	Nil
Mr.	N.R.Krishnan	AJPK6783B & 00047799	Independent - Non-Executive Director	24/09/2007	2 Years	5	7	3
Mr.	M.R.Kumar	AAAPK7351G & 03628755	Nominee of Life Insurance Corporation of India (LIC) - Non-Executive Director	26/05/2016		2	2	Nil
Mr.	V.Manickam	AAIPM5611P & 00179715	Independent - Non-Executive Director	14/02/2013	2 Years	4	4	Nil
Mr.	Rabinarayan Panda	AAPPP5234Q & 07034875	Nominee of IDBI Bank Ltd., - Non-Executive Director	29/12/2015		2	Nil	Nil
Mr.	N. Srinivasan	AABPN3313Q & 00004195	Independent - Non-Executive Director	30/09/2006	2 Years	4	6	2

<sup>s</sup> PAN number of any director would not be displayed on the website of Stock Exchange

<sup>6</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 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.

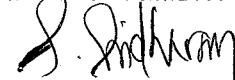
Mr. Arun Datta, Mr. N.R.Krishnan, Mr. V.Manickam & Mr. N.Srinivasan were appointed as Independent Directors for a period of 2 years from 26.12.2014 to 25.12.2016 or the date of 70<sup>th</sup> Annual General meeting (AGM) of the Company, whichever is earlier. As the 70<sup>th</sup> AGM was held on 29.08.2016, their 1<sup>st</sup> term of appointment expired on 29.08.2016. They were reappointed as Independent Directors for another term of 2 years w.e.f. 29.08.2016.

## II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/ Non Executive/independent/Nominee) <sup>6</sup>
1. Audit Committee	Sri N.Srinivasan	Chairman - Independent - Non Executive
	Sri Arun Datta	Independent - Non Executive
	Sri S.Balasubramanian Adityan	Independent - Non Executive
2. Nomination & Remuneration Committee	Sri N.R.Krishnan	Chairman – Independent- Non Executive
	Sri Arun Datta	Independent - Non Executive
	Sri N.Srinivasan	Independent - Non Executive
3. Risk Management Committee (if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Sri Arun Datta	Chairman – Independent - Non Executive
	Sri N.Srinivasan	Executive
	Ms. Rupa Gurunath	Executive

<sup>6</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

For THE INDIA CEMENTS LIMITED

  
COMPANY SECRETARY

### 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 (in number of days)
29.08.2016	19.11.2016	81 days

### 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:			
19.11.2016	Yes	18.08.2016	92 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**

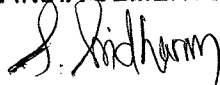
- 1 In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, 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 & 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 30.09.2016 placed before Board meeting held on 19.11.2016 & this Report will be placed at the ensuing Board Meeting.

For THE INDIA CEMENTS LIMITED

Signature:



COMPANY SECRETARY

Name : S.Sridharan

Designation : Company Secretary