



THE INDIA CEMENTS LIMITED

Corporate Office : Coromandel Towers, 93, Santhome High Road, Karpagam Avenue,

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Fax : 044-2851 7198, Grams : 'INDCEMENT'

CIN : L26942TN1946PLC000931

ICL/

11.04.2017

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 Reports in the prescribed formats in:

- ❖ Annexure-I - for the quarter ended 31st March 2017; and
- ❖ Annexure-II - for the year ended 31st March 2017.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
for THE INDIA CEMENTS LIMITED

COMPANY SECRETARY

Encl.: As above

Handwritten initials

Compliance report on Corporate Governance for the quarter ended 31.03.2017

Name of the Company : The India Cements Limited

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN ^s & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ^g	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	3	7	2

^s PAN number of any director would not be displayed on the website of Stock Exchange

^g 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 70th Annual General meeting (AGM) of the Company, whichever is earlier. As the 70th AGM was held on 29.08.2016, their 1st 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) ^g
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

^g 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

S. Srinivasan
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)
19.11.2016	27.01.2017	68 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:			
27.01.2017	Yes	19.11.2016	68 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

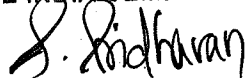
- In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.
- If status is "No" details of non-compliance may be given here.

VI. Affirmations

- The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - Audit Committee; b. Nomination & remuneration committee; c. Stakeholders relationship committee
 - Risk management committee (applicable to the top 100 listed entities) – Not Applicable
- The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
- 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.
- 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 31.12.2016 placed before Board meeting held on 27.01.2017 & this Report will be placed at the ensuing Board Meeting.

For THE INDIA CEMENTS LIMITED

Signature:



COMPANY SECRETARY

Name : S.Sridharan

Designation : Company Secretary

Compliance Report on Corporate Governance for the year ended 31.03.2017

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 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 familiarization 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
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 and/or their associates	Yes
New name and the old name of the listed entity	NA

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

For THE INDIA CEMENTS LIMITED



S. Sankaran
COMPANY SECRETARY

Annexure II

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

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.
3. 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

For THE INDIA CEMENTS LIMITED

Designation : Company Secretary


COMPANY SECRETARY