



THE INDIA CEMENTS LIMITED

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CIN : L26942TN1946PLC000931

ICL/

07.01.2019

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 on Corporate Governance for the quarter ended 31.12.2018 in the prescribed format (in Annexure-I).

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,
for **THE INDIA CEMENTS LIMITED**

COMPANY SECRETARY

Encl.: As above

Annexure I**Compliance report on Corporate Governance for the quarter ended 31.12.2018****Name of the Company : The India Cements Limited**

I. Composition of Board of Directors								
Title (Mr./Ms)	Name of the Director	PAN* & DIN	Category (Chairperson/ Executive/ Non-Executive/ independent/ Nominee) ^{&}	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		2	2	1
Ms.	Chitra Srinivasan	ACVPS7424B & 01094213	Non-Executive Director	05/03/2010		1	Nil	Nil
Ms.	Rupa Gurunath	ABWPR0130P & 01711965	Executive Director	05/03/2010		1	3	Nil
Mr.	S.Balasubramanian Adityan	AAFP6360C & 00036898	Independent - Non-Executive Director	07/12/2015	5 Years	1	1	1
Mr.	K Balakrishnan	AEWPB3430K & 00034031	Independent - Non-Executive Director	29/08/2016	3 years	2	Nil	Nil
Mr.	Basavaraju	ABUPB5828N & 01252772	Independent - Non-Executive Director	11/08/2018	3 years	2	2	Nil
Mr.	M.R.Kumar	AAAPK7351G & 03628755	Nominee of Life Insurance Corporation of India (LIC) - Non-Executive Director	26/05/2016		1	Nil	Nil
Ms.	Lakshmiaparna Sreekumar	AMRPS7765B & 08196552	Independent - Non-Executive Director	11/08/2018	5 years	1	1	1
Mr.	V Ranganathan	ACCPR4755K & 00550121	Independent - Non-Executive Director	29/08/2016	3 years	1	1	Nil
Ms.	Sandhya Rajan	AKDPR3210N & 08195886	Independent - Non-Executive Director	11/08/2018	5 years	1	1	Nil
Mr.	N. Srinivasan	AABPN3313Q & 00004195	Non-Executive Director	29/08/2018		4	7	2
Mr.	V.Venkatakrishnan	AAGPV0922Q & 08067933	Nominee of IDBI Bank Ltd., - Non-Executive Director	15/10/2018		1	Nil	Nil
Mr.	Suneel Babu Gollapalli	AAFPG3684D & 01652638	Nominee of IDBI Bank Ltd., - Non-Executive Director	Appointment - 10/08/2017 Cessation - 15/10/2018		NA	NA	NA

[&] 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.

For THE INDIA CEMENTS LIMITED

S. Sathyan
COMPANY SECRETARY

II. Composition of Committees

Name of Committee	Name of Committee members	Category (Chairperson/Executive/Non Executive/independent/Nominee) ⁸
1. Audit Committee	Sri S.Balasubramanian Adityan	Chairman, Independent - Non Executive
	Sri N.Srinivasan	Non Executive
	Sri V Ranganathan	Independent - Non Executive
	Ms Sandhya Rajan	Independent - Non Executive
2. Nomination & Remuneration Committee	Sri S.Balasubramanian Adityan	Chairman, Independent- Non Executive
	Sri N.Srinivasan	Non Executive
	Ms Sandhya Rajan	Independent - Non Executive
3. Risk Management Committee (if applicable)	Not Applicable	
4. Stakeholders Relationship Committee	Ms Lakshmiaparna Sreekumar	Chairperson, Independent - Non Executive
	Sri N.Srinivasan	Executive
	Ms Rupa Gurunath	Executive

⁸ 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	Maximum gap between any two consecutive (in number of days)
11.08.2018	19.10.2018	68 days
	09.11.2018	20 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:			
09.11.2018	Yes (4)	11.08.2018	89 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 30.09.2018 was placed before Board meeting held on 19.10.2018 & this Report will be placed at the ensuing Board Meeting.

For THE INDIA CEMENTS LIMITED

Signature:


COMPANY SECRETARY

Name : S.Sridharan
Designation : Company Secretary