

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

Name of the Company : **The India Cements Limited**  
Quarter Ending on : **30<sup>th</sup> September 2015**

| Particulars   | Clause of Listing agreement | Compliance Status Yes/No | Remarks  |
|---|-----------------------------|--------------------------|--|
| II. Board of Directors                                  | 49 (II)                     |                          |  |
| (A) Composition of Board                                | 49 (II) (A)                 | Yes                      |  |
| (B) Independent Directors                               | 49 (II) (B)                 | Yes                      |  |
| (C) Non-executive Directors' compensation & disclosures | 49 (II) (C)                 | Yes                      |  |
| (D) Other provisions as to Board and Committees         | 49 (II) (D)                 | Yes                      |  |
| (E) Code of Conduct                                     | 49 (II) (E)                 | Yes                      |  |
| (F) Whistle Blower Policy                               | 49 (II) (F)                 | Yes                      |  |
| III. Audit Committee                                    | 49 (III)                    |                          |  |
| (A) Qualified & Independent Audit Committee             | 49 (III) (A)                | Yes                      |  |
| (B) Meeting of Audit Committee                          | 49 (III) (B)                | Yes                      |  |
| (C) Powers of Audit Committee                           | 49 (III) (C)                | Yes                      |  |
| (D) Role of Audit Committee                             | 49 (III) (D)                | Yes                      |  |
| (E) Review of Information by Audit Committee            | 49 (III) (E)                | Yes                      |  |
| IV. Nomination and Remuneration Committee               | 49 (IV)                     | Yes                      |  |
| V. Subsidiary Companies                                 | 49 (V)                      | Yes                      | Our Company does not have a material non-listed Indian subsidiary. |

For THE INDIA CEMENTS LIMITED

  
G. BALAKRISHNAN  
SR. PRESIDENT & COMPANY SECRETARY

|  |               |     |   |
|--|---------------|-----|---|
| VI. Risk Management  | 49 (VI)       | Yes |   |
| VII. Related Party Transactions  | 49 (VII)      | Yes |   |
| VIII. Disclosures  | 49 (VIII)     |     |   |
| (A) Related party transactions   | 49 (VIII) (A) | Yes |   |
| (B) Disclosure of Accounting Treatment                                   | 49 (VIII) (B) | Yes |   |
| (C) Remuneration of Directors  | 49 (VIII) (C) | Yes |   |
| (D) Management   | 49 (VIII) (D) | Yes | There have been no material, financial and commercial transactions entered into by Senior Management for the quarter ended 30 <sup>th</sup> September 2015 where they have personal interest. |
| (E) Shareholders   | 49 (VIII) (E) | Yes |   |
| (F) Proceeds from public issues, rights issue, preferential issues, etc. | 49 (VIII) (F) | Yes |   |
| IX. CEO/CFO Certification  | 49 (IX)       | Yes |   |
| X. Report on Corporate Governance  | 49 (X)        | Yes |   |
| XI. Compliance   | 49 (XI)       | Yes |   |

For THE INDIA CEMENTS LIMITED

  
G. BALAKRISHNAN

SR. PRESIDENT & COMPANY SECRETARY