

**QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE**

Name of the Company


: **The India Cements Limited**

Quarter Ending on

: **31<sup>st</sup> December 2014**

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	

For THE INDIA CEMENTS LIMITED

  
G. BALAKRISHNAN  
SR. PRESIDENT & COMPANY SECRETARY

V. Subsidiary Companies	49 (V)	Yes	Our Company does not have a material non-listed Indian subsidiary.
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 31 <sup>st</sup> December 2014 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