



India Cements Capital Limited

Regd. & Corp. Office : Dhun Building,

827, Anna Salai, Chennai - 600 002.

T 2857 2600 / 2841 4503 www.iccaps.com

Corporate Identity No.: L65191TN1985PLC012362

Email : secr@iccaps.com

ICCL/

30.05.2023

BSE Limited
Corporate Relationship Department
1st Floor, Near Trading Ring, Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI – 400 001.

SCRIP CODE : 511355

Dear Sirs,

Sub: Annual Secretarial Compliance Report

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirement), Regulations, 2015 read with SEBI Circular No.CIR/CFD/CMD1/ 27/2019 dated 08.02.2019, as amended, please find enclosed the Annual Secretarial Compliance Report issued for the year ended 31.03.2023 issued by Mrs.Sindhuja Porselvam, Practising Company Secretary.

Thanking you,

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

COMPANY SECRETARY

Encl.: As above

CC: National Securities Depository Limited
Trade World, 4th Floor, Kamala Mills Compound
Senapati Bapat Marg, Lower Parel
MUMBAI 400 013.

CC: Central Depository Services (I) Ltd.
25th Floor, Marathon Futurex
N.M.Joshi Marg, Lower Parel (East)
MUMBAI 400 013.

SECRETARIAL COMPLIANCE REPORT OF M/S. INDIA CEMENTS CAPITAL LIMITED FOR THE FINANCIAL YEAR ENDED MARCH, 2023

We have examined:

- (a) All the documents and records made available to us and explanation provided by the Company
- (b) The filings/submissions made by the listed entity to the stock exchanges,
- (c) Website of the Company,
- (d) any other document/ filing, as may be relevant, which has been relied upon to prepare this report,

For the financial year ended 31st March, 2023 in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992("SEBI Act")and the Regulations, circulars, guidelines issued thereunder; and

(b) the Securities Contracts(Regulation)Act,1956("SCRA"),rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India("SEBI");

The specific Regulations whose provisions and the circulars/guidelines issued thereunder, have been examined, includes:-

- (a) Securities and Exchange Board of India(Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not applicable to the Company during the Period under review)**
- (c) Securities and Exchange Board of India(Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India(Share Based Employee Benefits and Sweat Equity)Regulations, 2021;**(Not applicable to the Company during the Period under review)**
- (e) Securities and Exchange Board of India(Issue and Listing of Non-Convertible Securities) Regulations,2021; **(Not applicable to the Company during the Period under review)**
- (f) Securities and Exchange Board of India(Prohibition of Insider Trading)Regulations,2015;
- (g) Securities and Exchange Board of India(Depository and Participants)Regulations,2018

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Other regulations as applicable and circulars/guidelines issued thereunder;

and based on the above examination, I/We hereby report that, during the Review Period:

1. (a) The listed entity has complied with the provisions of the above Regulations and circulars/guidelines Issued thereunder, except in respect of matters specified below:

Sr. No.	Compliance Requirement(Regulations/circulars/guidelines including specific clause)	Regulation / Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning,etc)	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement(Regulations/circulars/guidelines including specific clause)	Regulation /Circular No.	Deviations	Action Taken by	Type of Action (Advisory/Clarification/Fine/Show Cause Notice/Warning, etc.	Details of Violation	Fine Amount	Observations/Remarks of the Practicing Company Secretary	Management Response	Remarks
NIL										

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II. We hereby report that, during the review period the compliance status of the listed entity is appended as below:

Sr. No.	Particulars	Compliance Status(Yes/No/NA)	Observations/Remarks by PCS
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI).</p>	YES	
2.	<p>Adoption and timely updation of the Policies:</p> <ul style="list-style-type: none"> ●All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities ●All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	YES	
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> ●The Listed entity is maintaining a functional website ●Timely dissemination of the documents/information under a separate section on the website ●Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website 	YES	
4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	

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5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	YES	
6.	<p>Preservation of Documents:</p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	YES	
7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	YES	
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) In case no prior approval obtained the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	YES	
9.	<p>Disclosure of events or information:</p> <p>The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	YES	



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10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	YES	
11.	Actions taken by SEBI or Stock Exchange(s),if any: No actions has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars)under SEBI Regulations and circulars/guidelines issued thereunder.	NA	
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation /circular /guidance note etc.	NA	

Place: Chennai
Date: 30/05/2023
UDIN: A044831E000421471

For Porselvam and Associates



SINDHUJA PORSELVAM
Company Secretary in Practice
Mem. No 44831; CP No. 23622

NOTE: This report is to be read with our letter of even date which is annexed as "Annexure A" and forms an integral part of this report.

PORSELVAM AND ASSOCIATES

SINDHUJA PORSELVAM, ACS., LL.B.,
Company Secretary in Practice

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LPF Building, II Floor, 25 (10) Thiyagaraja Street, North Usman Road, T. Nagar, Chennai - 600 017.

ANNEXURE A

To

M/s. INDIA CEMENTS CAPITAL LIMITED

Dhun building 827, Anna Salai,

Chennai-600002

Our report of even date is to be read along with this letter.

1. Maintenance of record is the responsibility of the management of the entity. Our responsibility is to express an opinion on these records based on our verification of the same.
2. We have followed the practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the entity.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of SEBI laws, rules, and regulations is the responsibility of management. Our examination was limited to the verification of compliances done by the listed entity.
6. As regards the books, papers, forms, reports and returns filed by the listed entity under the above mentioned regulations, the adherence and compliance to the requirements of the said regulations is the responsibility of the management. Our examination was limited to checking the execution and timeliness of the filing of various forms, reports, returns and documents that need to be filed by the listed entity under the said regulations. We have not verified the correctness and coverage of the contents of such form, reports, returns and documents.
7. This report is neither an assurance as to the future viability of the entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the entity.

For Porselvam and Associates



SINDHUJA PORSELVAM
Company Secretary in Practice
Mem. No 44831; CP No. 23622

Place: Chennai

Date: 30/05/2023

UDIN: A044831E000421471