



# THE INDIA CEMENTS LIMITED

Corporate Office : Coromandel Towers, 93, Santhome High Road, Karpagam Avenue,  
R.A. Puram, Chennai - 600 028. Phone : 044-2852 1526, 2857 2100  
Fax : 044-2851 7198, Grams : 'INDCEMENT'  
CIN : L26942TN1946PLC000931

SH/SE/

05.06.2024

BSE Limited  
Corporate Relationship Dept.  
First Floor, New Trading Ring  
Rotunda Building  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
**MUMBAI 400 001.**

National Stock Exchange of India Ltd  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C/1, G Block  
Bandra-Kurla Complex  
Bandra (E)  
**MUMBAI 400 051.**

**Scrip Code: 530005**

**Scrip Code: INDIACEM**

Dear Sirs,

**Sub.: Postal Ballot Notice - Disclosure under Regulation 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("Listing Regulations")**

We refer to our letter dated 20.05.2024.

In continuation to our above referred letter, we enclose herewith a copy of the Notice of Postal Ballot ('Notice') of the Company dated 20<sup>th</sup> May, 2024, along with the Explanatory Statement, seeking approval of the Members of the Company by way of Ordinary / Special resolution(s) in respect of the following items of business:

- Re-appointment of Smt. Chitra Srinivasan (DIN:01094213) as a Non-Executive Director of the Company, liable to retire by rotation with effect from 01.08.2024; and
- Ratification of remuneration payable to Sri.K.Suryanarayanan, Cost Auditor for the financial year 2023-24.

The remote e-voting will commence on 10<sup>th</sup> June, 2024 (9.00 a.m. IST) and will end on 9<sup>th</sup> July, 2024 (5.00 p.m. IST). The remote e-voting module shall be disabled at 5.00 p.m. (IST) on 9<sup>th</sup> July, 2024 and the members will not be allowed to vote thereafter. The results of the Postal Ballot will be announced on or before 11<sup>th</sup> July, 2024.

In accordance with the applicable laws and Circulars issued by Ministry of Corporate Affairs, the Notice is being sent in electronic mode only to those members whose names appeared in the Register of Members / List of Beneficial Owners maintained by RTA / Company / Depositories respectively on 3<sup>rd</sup> June 2024 (cut-off date) who are eligible for the purpose of remote e-voting.

The said Notice is also being made available on the website of the Company i.e. [www.indiacements.co.in](http://www.indiacements.co.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

Kindly take the above information on your records.

Thanking you,

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

**COMPANY SECRETARY**

Encl.: As above





# THE INDIA CEMENTS LIMITED

CIN: L26942TN1946PLC000931

Registered Office: "Dhun Building", 827, Anna Salai, Chennai – 600 002.

Corporate Office: "Coromandel Towers", 93, Santhome High Road,  
Karpagam Avenue, R.A.Puram, Chennai – 600 028.

Website: [www.indiacements.co.in](http://www.indiacements.co.in) E-Mail Id: [investor@indiacements.co.in](mailto:investor@indiacements.co.in)

Phone: 044-28521526 / 28572100 / 400 Fax: 044-28517198

## POSTAL BALLOT NOTICE

*(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of  
The Companies (Management and Administration) Rules, 2014)*

<b>E-voting Starts on</b>	<b>E-voting Ends on</b>
<b>Monday, the 10<sup>th</sup> June, 2024 at 09.00 AM (IST)</b>	<b>Tuesday, the 9<sup>th</sup> July, 2024 at 05.00 PM (IST)</b>

To

The Members

Notice is hereby given to the shareholders of The India Cements Limited ("the Company") pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the General Circulars No. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022 and 09/2023 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 15<sup>th</sup> June, 2020, 28<sup>th</sup> September, 2020, 31<sup>st</sup> December, 2020, 23<sup>rd</sup> June, 2021, 8<sup>th</sup> December, 2021, 5<sup>th</sup> May, 2022, 28<sup>th</sup> December, 2022 and 25<sup>th</sup> September, 2023 respectively issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to other applicable laws, rules and regulations, read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India that the Resolutions as set out hereunder are proposed to be passed by the shareholders as Ordinary/Special Resolution(s) through Postal Ballot only by way of voting through electronic means ("Remote E-voting").

The Explanatory Statement, pursuant to Sections 102 and 110 and other applicable provisions, if any, of the Act, read with Rules framed thereunder, pertaining to the proposed Resolutions setting out the material facts concerning each Resolutions are annexed hereto.

The shareholders shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e., through e-voting services provided by the National Securities Depository Limited ("NSDL"). The e-voting period commences on Monday, the 10<sup>th</sup> June, 2024, at 9.00 A.M. (IST) and ends on Tuesday, the 9<sup>th</sup> July, 2024, at 5.00 P.M. (IST). The Shareholders are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 P.M. (IST) on Tuesday, the 9<sup>th</sup> July, 2024. The Remote e-voting facility will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

## **SPECIAL BUSINESS:**

### **1. Reappointment of Smt.Chitra Srinivasan as a Director of the Company, liable to retire by rotation:**

To consider and if thought fit, to pass the following resolutions as SPECIAL RESOLUTIONS:

“RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17(1A) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, Smt.Chitra Srinivasan (DIN: 01094213), who shall attain the age of 75 years on 31<sup>st</sup> July, 2024, be and is hereby reappointed as a Non-Executive Director of the Company, subject to retirement by rotation with effect from 1<sup>st</sup> August, 2024.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, including its Committee thereof, be and is hereby authorised to do all such act(s), deed(s), matter(s) and thing(s), as may be necessary, proper, expedient and desirable for the purpose of giving effect to the above resolution.”

### **2. Ratification of remuneration payable to Sri.K.Suryanarayanan, Cost Auditor, for the financial year 2023-24:**

To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the remuneration of Rs.7,50,000/- (Rupees Seven Lakh and Fifty Thousand only) besides reimbursement of applicable tax, travelling and out of pocket expenses payable to Sri.K.Suryanarayanan, Cost Accountant (Membership No.24946), who was appointed as Cost Auditor in the casual vacancy caused by the demise of Sri.S.A.Murali Prasad, the erstwhile Cost Auditor, for auditing the cost accounts of the Company for the year ended 31<sup>st</sup> March, 2024 in respect of its Cement Plants, including Grinding Units, Electricity Plants and Ready Mix Concrete (Organic and Inorganic Chemicals) Units as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified.”

## NOTES:

- 1 Explanatory Statement is annexed to the Postal Ballot Notice of the Company as required by Sections 102 and 110 of the Companies Act, 2013 read with the Rules made thereunder and Secretarial Standards issued by The Institute of Company Secretaries of India in respect of Items No.1 & 2.
- 2 Details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS-2) issued by The Institute of Company Secretaries of India in respect of the Director seeking reappointment are annexed hereto for Item No.1 of the Postal Ballot Notice of the Company.
- 3 As per the MCA Circulars, the Postal Ballot Notice is being sent only by e-mail to those Members who have registered their e-mail addresses with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their Depository Participant(s) (in respect of shares held in electronic form) and made available to the Company by the Depositories. Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. Members may note that the Notice of the Postal Ballot is also available on the Company's website at [www.indiacements.co.in](http://www.indiacements.co.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, where the equity shares of the Company are listed and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- 4 Members holding shares in physical form, who have not registered their e-mail addresses, may register/ update their KYC details including e-mail address by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN Card linked with Aadhaar and self-attested copy of any document (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) in support of the address of the member and such other documents as prescribed in the Form ISR-1, by sending an email to the Company at [investor@indiacements.co.in](mailto:investor@indiacements.co.in) or to the Registrar and Share Transfer Agent (RTA) at [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in). Members holding shares in demat form can update their e-mail address with their Depository Participant(s).
- 5 The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 03.06.2024 may cast their vote electronically. The voting right of shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, being 03.06.2024. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
- 6 The remote e-voting period commences on 10.06.2024 at 9:00 A.M. (IST) and ends on 09.07.2024 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.
- 7 The vote in this Postal Ballot cannot be exercised through proxy.
- 8 Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

- 9 National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-voting. The procedure for remote e-voting, is explained in Note No.16 below and is also available on the website of the Company at [www.indiacements.co.in](http://www.indiacements.co.in).
- 10 Smt.P.R.Sudha, Company Secretary in Practice (Membership No.F6046, C.P.No.4468), has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- 11 The Scrutinizer shall immediately after the conclusion of e-voting, first download and thereafter unblock the votes cast through remote e-voting and shall submit, within two working days from the conclusion of the e-voting, a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith at the Corporate Office of the Company.
- 12 The Results declared along with the report of the Scrutinizer shall be placed on the Company's website at [www.indiacements.co.in](http://www.indiacements.co.in) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited and National Stock Exchange of India Limited, where the equity shares of the Company are listed.
- 13 The resolutions, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e. 09.07.2024, in terms of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India. Further, resolutions passed by the Members through Postal Ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
- 14 Under the provisions of Section 72 of the Companies Act, 2013 and SEBI Circulars dated 16<sup>th</sup> March, 2023, 26<sup>th</sup> September, 2023 and 17<sup>th</sup> November, 2023 shareholder(s) is/are entitled to nominate in the prescribed manner, a person to whom his / her/ their shares in the Company, shall vest after his / her / their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility may submit nomination in the prescribed Form SH-13 with the Company / RTA and any member who desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be, to the Company / RTA. The said forms are available at the Company's website at [www.indiacements.co.in](http://www.indiacements.co.in). In respect of shares held in dematerialized form, members may submit their nomination forms with their respective Depository Participant(s).
- 15 For Members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI"), vide its Master Circular SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7<sup>th</sup> May, 2024 has mandated furnishing of PAN linked with Aadhaar, KYC details (i.e., postal address with PIN code, e-mail address, mobile number, bank account details, etc.) and nomination by holders of securities. In case any of the aforesaid documents/ details are not available in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), the member shall not be eligible to lodge grievance or avail any service request from the Company / RTA until they furnish complete KYC Documents. Members who hold shares in demat form should keep their bank details, e-mail address, postal address, contact number and nomination details updated in their demat account(s) maintained with Depository Participant(s).

16 Electronic Voting (e-Voting):

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING FOR POSTAL BALLOT**

**How do I vote electronically using NSDL e-Voting system?**

*The procedure to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI Circular dated 9<sup>th</sup> December, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li></ol>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.

- Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link in [www.cdslindia.com](http://www.cdslindia.com) home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at above mentioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022-4886 7000 and 022-2499 7000.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33.

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*



4. Your User ID details are given below:

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is active.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc., with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sudha.pr2@gmail.com](mailto:sudha.pr2@gmail.com) or [sudha\\_pr@yahoo.com](mailto:sudha_pr@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 4886 7000 and 022 2499 7000 or send a request to Ms.Prajakta Pawle at [evoting@nsdl.com](mailto:evoting@nsdl.com).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e-mail ids for e-voting for the resolutions set out in this Notice:**

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) by email to the Company at investor@indiacements.co.in or to the RTA at corpserv@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAAR (self-attested scanned copy of Aadhaar Card) to the Company at investor@indiacements.co.in or to the RTA at corpserv@integratedindia.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholders/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated 9<sup>th</sup> December, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

(By Order of the Board)  
for THE INDIA CEMENTS LIMITED

Place : Chennai  
Date : 20.05.2024

S.SRIDHARAN  
COMPANY SECRETARY

**PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION IS FURNISHED ABOUT THE DIRECTOR PROPOSED TO BE REAPPOINTED, VIDE ITEM NO.1 OF THE POSTAL BALLOT NOTICE DATED 20<sup>TH</sup> MAY, 2024**

Name of the Director	:	Smt.Chitra Srinivasan
Director Identification Number (DIN)	:	01094213
Date of Birth & Age	:	31 <sup>st</sup> July, 1949 & 74 years
Date of appointment on the Board as Director	:	5 <sup>th</sup> March, 2010
Category of Directorship	:	Promoter, Non-executive Director liable to retire by rotation
Date of last reappointment as Director	:	28 <sup>th</sup> September, 2022
Remuneration	:	Sitting fee (@ Rs.50,000/- per meeting) for attending the Board meeting is paid to the Director. No remuneration other than sitting fee is proposed to be paid.
No. of Board Meetings attended during the year 2023-24	:	Held: 5            Attended: 5 Attended the last AGM held on 21.09.2023
Expertise in specific functional areas	:	Industry, Management and Administration
Qualification	:	B.Sc.
Brief Profile / Experience	:	Smt.Chitra Srinivasan is a Director of the Company, since March 2010. Besides her industry knowledge and expertise in management and administration, she involves herself in various philanthropic and social welfare activities mainly to support the needy by providing shelter, food, education, skill development, self-employment, healthcare and help them to participate in sports, games, etc.
Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	78,580 equity shares of Rs.10/- each
List of outside Directorships held in Listed / Public Companies	:	Nil
Chairman / Member of the Committees of Board of Directors of the Company	:	Nil
Chairman / Member of the Committees of Board of Directors of other Companies in which she is a Director	:	Not Applicable
Relationships between Directors inter-se and Key Managerial Personnel	:	Spouse of Sri.N.Srinivasan, Vice Chairman & Managing Director and Mother of Smt.Rupa Gurunath, Wholetime Director
Listed entities from which the Director has resigned in the past 3 years.	:	Nil
Information as required pursuant to BSE Circular No.LIST/COMP/ 14/2018-19 and the National Stock Exchange of India Ltd. Circular No.NSE/CML/2018/24, both dated 20 <sup>th</sup> June, 2018.	:	Smt.Chitra Srinivasan is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority

**EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE POSTAL BALLOT DATED 20<sup>TH</sup> MAY, 2024**

**Item No.1**

Smt.Chitra Srinivasan (DIN: 01094213) was appointed by the Board of Directors as a Non-Executive Director of the Company on 5<sup>th</sup> March, 2010 and the shareholders periodically approved her reappointment as a Director subject to retirement by rotation by passing Ordinary Resolutions at their Annual General Meetings and the latest approval being the one granted at the 76<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2022. Smt.Chitra Srinivasan is liable to retire by rotation as Director at the ensuing 78<sup>th</sup> Annual General Meeting of the Company to be held on or before 30<sup>th</sup> September, 2024.

Pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), no listed entity shall appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy-five years unless a special resolution is passed to that effect.

Smt.Chitra Srinivasan will be attaining the age of 75 years on 31<sup>st</sup> July, 2024 and accordingly, her reappointment or continuance of her directorship as Non-Executive Director effective from 1<sup>st</sup> August, 2024 requires approval of the shareholders by way of a special resolution. In view of the aforesaid Listing Regulations, the ordinary resolution passed by the shareholders at the 76<sup>th</sup> Annual General Meeting of the Company held on 28<sup>th</sup> September, 2022 approving her reappointment as a Director, subject to retirement by rotation holds good and valid till 31<sup>st</sup> July, 2024. Hence, it is proposed to reappoint her as a Non-Executive Director liable to retire by rotation effective from 1<sup>st</sup> August, 2024 by seeking the approval of the shareholders by way of Special Resolution.

Smt.Chitra Srinivasan is the granddaughter of Sri.S.N.N.Sankaralinga Iyer and daughter-in-law of Sri.T.S.Narayanaswami, the Founders of the Company and spouse of Sri.N.Srinivasan, an eminent Industrialist and the Vice Chairman and Managing Director of the Company. She hails from an industrialist family with inborn traits in leadership, management and administration. She has a wide knowledge, experience and expertise in the Industry and has been effectively discharging her role as a Non-Executive Director of the Company since March 2010. Her leadership qualities and competence in Governance, Compliance and Regulatory Services, Management and Administration has been helpful to the Company in many ways.

The Company has 8 Integrated Cement Plants and a Grinding Unit at various locations across India. The Company is a pioneer and forerunner in CSR activities. The Company used to spend more than the stipulated amount towards CSR every year. Smt.Chitra Srinivasan has been guiding all the CSR initiatives of the Company, specifically in the areas of education, women healthcare, empowerment, self-employment and upliftment, water preservation and conservation, tree plantation, animal welfare and husbandry etc. She periodically monitors the CSR initiatives undertaken by the Company and ensures that preference is being given to the local areas and the areas in and around the Company's Plants for spending the amount earmarked for CSR.

Smt.Chitra Srinivasan is eligible for reappointment as a Director and has consented to act as a Director in terms of Section 152 of the Companies Act, 2013 and confirmed that she is not debarred or disqualified from being appointed as a director by the Securities and Exchange Board of India / Ministry of Corporate Affairs or any other Statutory Authorities.

Based on the performance evaluation, the Nomination and Remuneration Committee, after considering “the skills, expertise and competencies required for the Board” to function effectively in the conduct of business, ascertained and concluded that Smt.Chitra Srinivasan continues to possess the required skills and capabilities to function effectively as a Non-Executive Director and collectively as a Board of the Company. After considering Smt.Chitra Srinivasan’s profile, experience, skills, competencies and other details, her attendance at the Board and General Meetings of the Company and the contributions made by her during her tenure of office as a Director of the Company since March 2010, the Nomination and Remuneration Committee has recommended to the Board of Directors her reappointment as a Non-Executive Director with effect from 1<sup>st</sup> August, 2024 and the Board at its meeting held on 20<sup>th</sup> May, 2024, after evaluating her performance and attributes, approved the same.

Notice in writing under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose the reappointment of Smt.Chitra Srinivasan as a Non-Executive Director of the Company liable to retire by rotation. The Board considers that her reappointment as a Non-Executive Director would be in the best interests of the Company. Hence, the Board recommends the Special Resolutions as set out in Item No.1 of the Postal Ballot Notice for the approval of Members.

The disclosure containing the profile and other details of Smt.Chitra Srinivasan as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) is annexed to the Postal Ballot Notice.

**Interest of Directors and Key Managerial personnel:**

Smt.Chitra Srinivasan, Non-Executive Director, is interested in this resolution as it concerns her reappointment and Sri.N.Srinivasan, Vice Chairman and Managing Director and Smt.Rupa Gurunath, Wholetime Director, are also interested in this resolution as Smt.Chitra Srinivasan is related to them. No other Director or other Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

**Item No.2**

Sri.S.A.Murali Prasad, Cost Auditor of the Company expired on 6<sup>th</sup> January 2024 after a brief illness. The Board of Directors at its meeting held on 1<sup>st</sup> February, 2024, condoled the demise of Sri.S.A.Murali Prasad and placed on record its appreciation of the valuable contributions made by him during his tenure of office as Cost Auditor of the Company.

The Board of Directors at its meeting held on 1<sup>st</sup> February, 2024, based on the recommendation of the Audit Committee, approved the appointment of Sri.K.Suryanarayanan, Cost Accountant (Membership No.24946), as Cost Auditor, in the casual vacancy caused by the demise of Sri.S.A.Murali Prasad, the erstwhile Cost Auditor, for auditing the cost accounts of the Company in respect of its Cement Plants, including Grinding Units, Electricity Plants and Ready Mix Concrete (RMC) (Organic and Inorganic Chemicals) Units for the financial year ending 31.03.2024 at a remuneration of Rs.7,50,000/- (Rupees Seven Lakh and Fifty Thousand only), besides reimbursement of applicable tax, travelling and out of pocket expenses.

Sri.K.Suryanarayanan, Cost Accountant, has confirmed that he holds a valid certificate of practice under Section 6(1) of the Cost and Works Accountants Act, 1959 and is free from any disqualifications as specified under the provisions of the Act. He is a Fellow member of ICMAI with 28 years of experience and his domain of experience spreads in finance, accounts, costing, budgeting, MIS and taxation. He has conducted cost audit for various reputed industries in the private and public sectors, besides handling various litigations on tax and valuation matters for his clients.

In terms of Section 148(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor is required to be ratified by the members. Hence, the Board recommends the Ordinary Resolution as set out in Item No.2 of the Postal Ballot Notice for the approval of Members.

**Interest of Directors and Key Managerial Personnel:**

None of the Directors and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

(By Order of the Board)  
for THE INDIA CEMENTS LIMITED

Place : Chennai  
Date : 20.05.2024

S.SRIDHARAN  
COMPANY SECRETARY