



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/

20.11.2023

BSE Limited
Corporate Relationship Dept.
First Floor, New Trading Ring
Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI 400 001.
Scrip Code: 530005

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI 400 051.
Scrip Code: INDIACEM

Dear Sirs,

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

Pursuant to Regulation 30 of Listing Regulations, we enclose herewith a copy of the Notice of Postal Ballot ('Notice') of the Company dated 1st November, 2023, 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:

- Appointment of Sri.V.M.Mohan (DIN: 00921760) as Non-Executive Non-Independent Director of the Company, subject to retirement by rotation;
- Appointment of Sri.Krishna Srivastava (DIN: 03159151), as Non-Executive Independent Director of the Company to hold office for the first term of 3 consecutive years with effect from 01.11.2023;
- Reappointment of Sri.Krishnan Skandan (DIN: 01945013), as Non-Executive Independent Director of the Company to hold office for a second and final term of 3 consecutive years with effect from 27.01.2024; and
- Reappointment of Sri.Sanjay Shantilal Patel (DIN: 00283429), as Non-Executive Independent Director of the Company to hold office for a second and final term of 3 consecutive years with effect from 03.04.2024.

The remote e-voting will commence on 23rd November, 2023 (9.00 a.m. IST) and will end on 22nd December, 2023 (5.00 p.m. IST). The remote e-voting module shall be disabled at 5.00 p.m. (IST) on 22nd December, 2023 and the members will not be allowed to vote thereafter. The results of the Postal Ballot will be announced on or before 26th December, 2023.

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 the Company/ Depositories / RTA respectively on 17th November 2023 (cut-off date) and 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 and on the website of NSDL at www.evoting.nsdl.com.

Kindly take the above information on your records.

Thanking you,

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

Encl.: As above

COMPANY SECRETARY





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 E-Mail Id: 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).

E-voting Starts on	E-voting Ends on
Thursday, 23rd November, 2023 at 09.00 AM (IST)	Friday, 22nd December, 2023 at 05.00 PM (IST)

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 Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022 and 09/2023 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 respectively issued by 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 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 Resolutions 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 Thursday, the 23rd November, 2023, at 9.00 A.M. (IST) and ends on Friday, the 22nd December, 2023, 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 Friday, the 22nd December, 2023. 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. Appointment of Sri.V.M.Mohan as a Director of the Company, liable to retire by rotation

To appoint Sri.V.M.Mohan as a Director of the Company and for that purpose to consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION of which a notice has been received from a Member of the Company as required under Section 160 of the Companies Act, 2013:

“RESOLVED THAT Sri.V.M.Mohan (DIN: 00921760) be and is hereby appointed as a Director of the Company, subject to retirement by rotation.”

2. Appointment of Sri.Krishna Srivastava as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV 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) and Regulations 16(1)(b), 25(2A) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri.Krishna Srivastava (DIN: 03159151), who was appointed as an Additional and Non-executive Independent Director by the Board of Directors with effect from 01.11.2023 and who holds office upto the date of next Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) consecutive years from 01.11.2023 to 31.10.2026 and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations approval of the members be and is hereby accorded for continuation of directorship of Sri.Krishna Srivastava (DIN: 03159151) as a Non-Executive Independent Director of the Company notwithstanding his attaining the age of 75 years on 24.08.2026 during the aforesaid term.”

“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 resolutions.”

3. Reappointment of Sri. Krishnan Skandan as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV 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) and Regulations 16(1)(b), 25(2A) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri.Krishnan Skandan (DIN: 01945013), a Non-executive Independent Director of the Company, whose first term of office as an Independent Director of the Company would conclude on 26.01.2024 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for a second and final term of 3 (three) consecutive years from 27.01.2024 to 26.01.2027 and that he shall not be liable to retire by rotation.”

“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.”

4. Reappointment of Sri.Sanjay Shantilal Patel as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV 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) and Regulations 16(1)(b), 25(2A) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri.Sanjay Shantilal Patel (DIN: 00283429), a Non-executive Independent Director of the Company, whose first term of office as an Independent Director of the Company would conclude on 02.04.2024 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for a second and final term of 3 (three) consecutive years from 03.04.2024 to 02.04.2027 and that he shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations approval of the members be and is hereby accorded for continuation of directorship of Sri.Sanjay Shantilal Patel (DIN: 00283429) as a Non-Executive Independent Director of the Company notwithstanding his attaining the age of 75 years on 23.03.2027 during the aforesaid term.”

“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 resolutions.”

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 to 4.
- 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 (SS2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment/reappointment are annexed hereto for Items No.1 to 4 of the Postal Ballot Notice of the Company.
- 3 As per the MCA Circulars, the Postal Ballot Notice are 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 DP (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 www.indiacements.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and 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.
Members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with (i) the Depository Participant(s), if the shares are held in electronic form and (ii) with the Company / Registrar & Share Transfer Agent (RTA) of the Company viz., Integrated Registry Management Services Private Limited, if the shares are held in physical form.
- 4 The relevant documents referred to in the Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available on the Company’s website i.e. www.indiacements.co.in for inspection by the Members until the last date of e-voting. All documents referred to in the Notice and the Explanatory Statement will also be available for inspection by the members at the Registered Office and Corporate Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on any working day upto the last date of e-voting.
- 5 The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 17.11.2023 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 17.11.2023. 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 23.11.2023 at 9:00 A.M. (IST) and ends on 22.12.2023 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.
- 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, not later than two working days from the conclusion of the e-voting i.e. 22.12.2023, 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 on or before 26.12.2023 at 05.30 P.M (IST) 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 and on the website of NSDL at 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. 22.12.2023, 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 3rd November, 2021, 16th March, 2023 and 26th September, 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. In respect of shares held in dematerialized form, members may submit their nomination forms with their respective Depository Participant(s).
- 15 (A) Submission of KYC details: SEBI has mandated submission of PAN, KYC and nomination details by holders of physical securities by 31st December, 2023 vide its Circular dated 26th September, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA. The forms for updating the same are available at the Company's website at www.indiacements.co.in and in this regard, the Company has sent letters to the members holding shares in physical form in compliance with the aforesaid SEBI Circular. Members holding shares in electronic form are requested to submit the said details to their depository participant(s).

The security holders holding securities in physical form shall be:

- a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid.
- b) eligible for any payment including dividend, interest or redemption payment only through electronic mode and an intimation will be sent by the RTA to the holder that the aforesaid payment is due and shall be made electronically upon complying with the aforesaid requirements.

(B) Online Dispute Resolution Mechanism for Investors: Securities and Exchange Board of India ("SEBI") vide its Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, as amended, has introduced Online Disputes Resolution mechanism for holders of securities by establishing an Online Dispute Resolution Portal ("ODR Portal") which harnesses online Conciliation and online Arbitration for resolution of disputes arising in the Indian Securities Market. In pursuance of the said Circular, the Company has provided a web-link on its website to access the said facility.

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 December 9, 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:

Type of shareholders

Login Method

Individual Shareholders holding securities in demat mode with NSDL.

1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under '**IDeAS**' 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 "**Access to e-Voting**" under e-Voting services and you will be able to 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.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "**Register Online for IDeAS Portal**" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>

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. Existing users who have opted for Easi / Easiest, can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are: <https://web.cdslindia.com/myeasitoken/home/login> and www.cdslindia.com (click on New System Myeasi).
2. After successful login of Easi/Easiest the user will be also able to see the E-Voting Menu. The Menu will have links of **e-Voting service provider i.e. NSDL**. Click on **NSDL** to cast your vote.
3. If the user is not registered for Easi/Easiest, option to register is available at: <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration>
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. **NSDL** where the e-Voting is in progress.

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 abovementioned 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 evoting@nsdl.co.in 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 helpdesk.evoting@cdslindia.com 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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. 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:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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***
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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.nsdl.com.
 - b) "**Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

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 or sudha_pr@yahoo.com with a copy marked to evoting@nsdl.co.in.
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 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 or call on : 022 4886 7000 and 022 2499 7000 or send a request to **Ms.Prajakta Pawle** at evoting@nsdl.co.in.

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), AADHAR (self attested scanned copy of Aadhar 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), AADHAR (self attested scanned copy of Aadhar 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, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated 9th 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 : 01.11.2023

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 (SS2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / REAPPOINTED, VIDE ITEMS NO. 1 TO 4 OF THE POSTAL BALLOT NOTICE

1	Name of the Director	:	Sri.V.M.Mohan
	Director Identification Number (DIN)	:	00921760
	Date of Birth & Age	:	19.05.1956 & 67 years
	Date of appointment on the Board as Director	:	1 st November 2023
	Category of Directorship	:	Non-Independent, Non-Executive Director liable to retire by rotation
	Date of last reappointment as Director	:	Not applicable
	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	:	1
	Expertise in specific functional areas	:	Finance & Accounts
	Qualification	:	B.Com, ACA, ACMA, ACS
	Brief Profile / Experience	:	Sri.V.M.Mohan is a qualified Chartered Accountant, Cost and Management Accountant and Company Secretary, having more than four decades of experience in various capacities in The India Cements Limited (ICL) in charge of Corporate Finance taking care of short, medium and long-term fund requirements of ICL, its subsidiaries and associates and retired as Executive President (Corporate Finance) on 30.09.2023. During his tenure of service in ICL, he was instrumental in raising funds through GDR/GDS/ FCCB issues, private placement of equity shares and debentures.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	2,53,257 equity shares of Rs.10/- each
	List of outside Directorships held in Listed/ Public Companies	:	<u>Listed:</u> India Cements Capital Limited <u>Unlisted:</u> Industrial Chemicals and Monomers Limited Coromandel Travels Limited Raasi Cement Limited
	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 he is a Director	:	<u>India Cements Capital Limited:</u> Audit Committee - Member Stakeholders Relationship Committee - Member
	Relationships between directors inter-se	:	Nil
	Relationship with Key Managerial Personnel	:	Nil
	Listed entities from which the Directors 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 th June, 2018.	:	Sri.V.M.Mohan is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority.

2	Name of the Director	:	Sri.Krishna Srivastava
	Director Identification Number (DIN)	:	03159151
	Date of Birth & Age	:	24.08.1951 & 72 Years
	Date of appointment on the Board as Director	:	1 st November 2023
	Category of Directorship	:	Independent, Non-Executive Director
	Date of last reappointment as Director	:	Not Applicable
	Term of appointment	:	First term of 3 (three) years from 01.11.2023 to 31.10.2026
	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	:	1
	Expertise in specific functional areas	:	Manufacturing, Marketing and Industrial Engineering
	Qualification	:	B.E (Hons.) - BITS Pilani Specialised Course in Industrial Engineering - NITIE
	Brief Profile / Experience	:	Sri.Krishna Srivastava is a qualified Electrical Engineer with an impressive career of over 5 decades, having held leadership positions across multiple verticals in the construction industry, including manufacturing, sales and marketing. He began his career in ACC Limited and served in different capacities from 1972 to 1981, the last assignment being Head of Industrial Engineering at Kymore factory. He was then deputed by ACC to Eternit Everest (Eternit Group – Brussels) and served there till 1997, the last position held being Business Head - Flat Products Division. From 1997 to 2010, he served as Head of Sales & Marketing in Zuari Cement Limited, a MNC and was then promoted as Wholetime Director on the Board of Zuari Cement Limited, from 2010 to 2017. He then joined Penna Cement Industries Limited as Director (Sales & Marketing) and served in that position till 31.08.2023.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	Nil
	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 he is a Director	:	Not Applicable
	Relationships between directors inter-se	:	Nil
	Relationship with Key Managerial Personnel	:	Nil
	Listed entities from which the Directors 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 th June, 2018.	:	Sri.Krishna Srivastava is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority.

3	Name of the Director	:	Sri.Krishnan Skandan
	Director Identification Number (DIN)	:	01945013
	Date of Birth & Age	:	08.12.1956 & 66 Years
	Date of appointment on the Board as Director	:	27 th January 2021
	Category of Directorship	:	Independent, Non-Executive Director
	Date of last reappointment as Director	:	Not Applicable
	Term of appointment	:	Second and final term of 3 (three) years from 27.01.2024 to 26.01.2027
	Remuneration	:	Sitting fee paid for attending the Board and its Committee meetings during the year 2022-23 was Rs.4.7 lakhs. No remuneration other than sitting fee is proposed to be paid.
	No. of Board Meetings during 2022-23	:	Held: 9 Attended: 9
	Expertise in specific functional areas	:	Indian Administrative Service (Retd.), Legal Affairs, Administration and Management
	Qualification	:	Bachelor's Degree in Public Administration and History Masters Degree in Political Science, Development Studies and Rural Development Planning Bachelor of Laws.
	Brief Profile / Experience	:	Sri Krishnan Skandan is a retired I.A.S Officer having served in Central and State Governments at senior levels and involved in the promotion of Industrial Development and had been the Nominee Director in Major Joint Sector and Public Sector Companies, viz., Titan, NLC, CPCL etc. He also served as Chairman & Managing Director of TNPL Ltd., and as Chairman of TNEB. He was the Nominee Director of Security Printing & Minting Corporation of India Limited during 2007-14 in the Central Government. As advisor to the Governor of Jammu and Kashmir State (2019), he was responsible for the formulation and implementation of Industrial Policy and chaired all meetings of major Corporations. Presently, he is a Corporate Consultant, Member of the Tamil Nadu Bar Association and in the Panel of Arbitrators in the Nani Palkhivala Arbitration Centre and has Qualified as an International Arbitrator from the Chartered Institute of Arbitration, London.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	Nil
	List of outside Directorships held in Listed/ Public Companies	:	Malabar Sports and Recreation Foundation
	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 he is a Director	:	Nil
	Relationships between directors inter-se	:	Nil
	Relationship with Key Managerial Personnel	:	Nil
	Listed entities from which the Directors 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 th June, 2018.	:	Sri.Krishnan Skandan is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority.

4	Name of the Director	:	Sri.Sanjay Shantilal Patel
	Director Identification Number (DIN)	:	00283429
	Date of Birth & Age	:	23.03.1952 & 71 Years
	Date of appointment on the Board as Director	:	3 rd April 2021
	Category of Directorship	:	Independent, Non-Executive Director
	Date of last reappointment as Director	:	Not Applicable
	Term of appointment	:	Second and final term of 3 (three) years from 03.04.2024 to 02.04.2027
	Remuneration	:	Sitting fee paid for attending the Board and its Committee meetings during the year 2022-23 was Rs.6.50 Lakhs. No remuneration other than sitting fee is proposed to be paid.
	No. of Board Meetings during 2022-23	:	Held: 9 Attended: 9
	Expertise in specific functional areas	:	Audit, Taxation and Financial Management
	Qualification	:	B.Com (Hons.), F.C.A.
	Brief Profile / Experience	:	Sri Sanjay Shantilal Patel is a qualified Chartered Accountant holding a Bachelor's Degree in Commerce and has vast experience in Income Tax (Corporate), International Tax Laws, FEMA, Venture Capital Financing and Mergers. He was the Founder of J.R.S. Patel & Co., Chartered Accountants, which was later converted into a Partnership Firm and is presently in the name of JHS & Associates LLP. He is a Member of the Advisory Committee of many international firms, hospitals, banks etc.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	Nil
	List of outside Directorships held in Listed/ Public Companies	:	Nil
	Chairman / Member of the Committees of Board of Directors of the Company	:	Audit Committee - Member
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	:	Not Applicable
	Relationships between directors inter-se	:	Nil
	Relationship with Key Managerial Personnel	:	Nil
	Listed entities from which the Directors 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 th June, 2018.	:	Sri.Sanjay Shantilal Patel 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 01.11.2023

Item No.1

The Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, co-opted Sri.V.M.Mohan (DIN: 00921760) as an Additional Non-executive and Non-Independent Director of the Company with effect from 01.11.2023 in terms of Section 161 of the Companies Act, 2023 and he will hold office upto the date of the next Annual General Meeting of the Company i.e., to be held on or before 30th September, 2024.

Sri.V.M.Mohan is a qualified Chartered Accountant, Cost and Management Accountant and Company Secretary, having more than four decades of experience in various capacities in The India Cements Limited (ICL) in charge of Corporate Finance taking care of short, medium and long-term fund requirements of ICL, its subsidiaries and associates and retired as Executive President (Corporate Finance) on 30.09.2023. During his tenure of service in ICL, he was instrumental in raising funds through GDR/GDS/FCCB issues, private placement of equity shares and debentures.

Sri.V.M.Mohan is eligible for appointment as a Director and has consented to act as a Director in terms of Section 152 of the Companies Act, 2013 and confirmed that he 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.

Notice in writing under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose the appointment of Sri.V.M.Mohan as a Director of the Company liable to retire by rotation.

In accordance with Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), approval of members for appointment of a Director is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence, approval of the members is sought for the appointment of Sri.V.M.Mohan as a Director of the Company through Postal Ballot.

Considering Sri.V.M.Mohan's profile, qualification, acumen, experience and attributes in his functional areas of finance and accounts and his valuable contributions to the Company for over four decades, the Nomination and Remuneration Committee ascertained and concluded that Sri.V.M.Mohan possesses the required skills and capabilities to function effectively as a Director and has recommended to the Board of Directors his appointment as a Director liable to retire by rotation and the Board, after appraisal, approved the same. The Board considers that the appointment of Sri.V.M.Mohan as a Director, as aforesaid, would be beneficial and in the best interests of the Company and hence, recommends the Ordinary Resolution as set out in Item No.1 of the Postal Ballot Notice for approval of Members.

The disclosure containing the profile and other details of Sri.V.M.Mohan as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS2) is annexed to the Postal Ballot Notice.

Interest of Directors and Key Managerial personnel:

None of the Directors except Sri.V.M.Mohan 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.

Item No.2

Based on the recommendation of the Nomination and Remuneration Committee and in terms of Section 161 of the Companies Act, 2013, Sri.Krishna Srivastava (DIN: 03159151) was co-opted as an Additional Director on the Company's Board with effect from 01.11.2023 and he will hold office upto the date of the next Annual General Meeting of the Company. He was also appointed as a Non-Executive Independent Director of the Company for a term of 3 (Three) years from 01.11.2023 to 31.10.2026, subject to the approval of the Shareholders.

Sri.Krishna Srivastava is a qualified Electrical Engineer with an impressive career of over 5 decades, having held leadership positions across multiple verticals in the construction industry, including manufacturing, sales and marketing. He began his career in ACC Limited and served in different capacities from 1972 to 1981, the last assignment being Head of Industrial Engineering at Kymore factory. He was then deputed by ACC to Eternit Everest (Eternit Group – Brussels) and served there till 1997, the last position held being Business Head - Flat Products Division. From 1997 to 2010, he served as Head of Sales & Marketing in Zuari Cement Limited, a MNC and was then promoted as Wholetime Director on the Board of Zuari Cement Limited, from 2010 to 2017. He then joined Penna Cement Industries Limited as Director (Sales & Marketing) and served in that position till 31.08.2023.

Sri.Krishna Srivastava is eligible for appointment as an Independent Director in terms of Section 149(4) of the Companies Act, 2013 ('Act') and has consented to act as a Director in terms of Section 152 of the Act and confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act. He has also given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

Considering Mr.Krishna Srivastava's profile, qualification, acumen, experience and expertise in his functional areas of Industrial Engineering, manufacturing, sales, marketing etc., and also taking into account "The skills, expertise and competencies required for the Board" to function effectively in the conduct of business, the Nomination and Remuneration Committee ascertained and concluded that Sri.Krishna Srivastava possesses the required skills and capabilities to function effectively as an Independent Director and collectively as a Board and has recommended his appointment as an Independent Director for the aforesaid term and the Board, after appraisal, approved the same.

In accordance with Regulation 17(1C) of the Listing Regulations, approval of members for appointment of a Director is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, in terms of Regulation 25(2A) of the Listing Regulations, the appointment of an Independent Director shall be subject to the approval of Shareholders by way of a Special Resolution.

Pursuant to Regulation 17(1A) of 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.

Sri.Krishna Srivastava will be attaining the age of 75 years on 24.08.2026, i.e., during his tenure of appointment and his continuance of office after attaining the age of 75 years would require approval of the Shareholders by way of a Special Resolution.

Hence, approval of the members by way of Special Resolutions is sought for the appointment of Sri.Krishna Srivastava as an Independent Director of the Company for the aforesaid term and continuance of office after attaining the age of 75 years during the tenure of his appointment.

Notice in writing under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose the appointment of Sri.Krishna Srivastava as an Independent Director of the Company. Sri.Krishna Srivastava fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations for his appointment as an Independent Director and he is independent of the Management. The Board considers that his appointment as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Special Resolutions as set out in Item No.2 of the Postal Ballot Notice for approval of the Members.

The disclosure containing the profile and other details of Sri.Krishna Srivastava as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS2) is annexed to the Notice.

A copy of the draft letter of appointment of Sri.Krishna Srivastava as an Independent Director setting out the terms and conditions would be uploaded on the website of the Company at www.indiacements.co.in and available for inspection of Members at the Registered Office and Corporate Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day upto the last date of e-voting.

Interest of Directors and Key Managerial personnel:

None of the Directors except Sri.Krishna Srivastava and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

Item No.3

Sri.Krishnan Skandan (DIN: 01945013) was appointed as an Independent Director of the Company for a period of three consecutive years with effect from 27th January, 2021 to 26th January, 2024 and he will hold office as an Independent Director upto 26th January, 2024.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, ("the Act") an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for reappointment of another term on passing a Special Resolution by the Members of the Company.

Sri.Krishnan Skandan is a retired IAS officer with excellent background having served in Central and State Governments at senior levels and involved in the promotion of Industrial Development and had been the Nominee Director in Major Joint Sector and Public Sector Companies, viz., Titan, NLC, CPCL etc. He also served as Chairman & Managing Director of TNPL Ltd., and as Chairman of TNEB. He was the Nominee Director of Security Printing & Minting Corporation of India Limited during 2007-14 in the Central Government. As advisor to the Governor of Jammu and Kashmir State (2019), he was responsible for the formulation and implementation of Industrial Policy and chaired all meetings of major Corporations. Presently, he is a Corporate Consultant, Member of the Tamil Nadu Bar Association and in the Panel of Arbitrators in the Nani Palkhivala Arbitration Centre and has Qualified as an International Arbitrator from the Chartered Institute of Arbitration, London.

Sri.Krishnan Skandan is eligible for reappointment as an Independent Director in terms of Section 149 and has consented to act as a Director in terms of Section 152 of the Act and confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act. He has also given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Sri.Krishnan Skandan is proposed to be reappointed as an Independent Director of the Company for a second and final term of 3 (three) consecutive years with effect from 27th January, 2024.

Based on the performance evaluation, the Nomination and Remuneration Committee (NRC), after considering “The skills, expertise and competencies required for the Board” to function effectively in conduct of business, ascertained and concluded that Sri.Krishnan Skandan continues to possess the required skills and capabilities to function effectively as an Independent Director and collectively as the Board of the Company. Sri.Krishnan Skandan, besides leadership qualities, possesses sufficient knowledge, skills and expertise in Industry, Business Strategy, Operations, Management and Administration, Finance and Investments, Environment Protection, Governance, Compliance and other Regulatory Services. After considering Sri.Krishnan Skandan’s profile, experience, skills, competencies and other details, his attendance at the Board, its Committee and the General Meetings of the Company and the contributions made by him during his tenure in the first term of office as an Independent Director, NRC has recommended to the Board of Directors his reappointment as an Independent Director for the aforesaid term and the Board, after evaluating his performance and attributes, approved the same.

Notice in writing under Section 160 of the Act has been received from a member signifying his intention to propose the reappointment of Sri.Krishnan Skandan as an Independent Director of the Company. Sri.Krishnan Skandan fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations and he is independent of the Management. The Board considers that his reappointment as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Special Resolutions as set out in Item No.3 of the Postal Ballot Notice for approval of the Members.

The disclosure containing the profile and other details of Sri.Krishnan Skandan as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS2) is annexed to the Postal Ballot Notice.

A copy of the draft letter of reappointment of Sri.Krishnan Skandan as an Independent Director setting out the terms and conditions would be uploaded on the website of the Company at www.indiacements.co.in and available for inspection of Members at the Registered Office and Corporate Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day upto the last date of e-voting.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Sri.Krishnan Skandan and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

Item No.4

Sri.Sanjay Shantilal Patel (DIN: 00283429) was appointed as an Independent Director of the Company for a period of three consecutive years with effect from 3rd April, 2021 to 2nd April, 2024 and he will hold office as an Independent Director upto 2nd April, 2024.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, (“the Act”) an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for reappointment of another term on passing a Special Resolution by the Members of the Company.

Sri. Sanjay Shantilal Patel is a qualified Chartered Accountant holding a Bachelor's Degree in Commerce and has vast experience in Income Tax (Corporate), International Tax Laws, Foreign Exchange Management Act, 1999, Venture Capital Financing and Mergers. He was the Founder of J.R.S. Patel & Co., Chartered Accountants, which was later converted into a Partnership Firm and is presently in the name of JHS & Associates LLP. He is a Member of the Advisory Committee of many international firms, hospitals, banks etc.

Sri.Sanjay Shantilal Patel is eligible for reappointment as an Independent Director in terms of Section 149 and has consented to act as a Director in terms of Section 152 of the Act and confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act. He has also given a declaration to the Board that he meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and that he is not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties with an objective independent judgment and without any external influence.

In terms of Section 149 and other applicable provisions of the Act, Sri.Sanjay Shantilal Patel is proposed to be reappointed as an Independent Director of the Company for a second and final term of 3 (three) consecutive years with effect from 3rd April, 2024.

Based on the performance evaluation, the Nomination and Remuneration Committee (NRC), after considering "The skills, expertise and competencies required for the Board" to function effectively in conduct of business, ascertained and concluded that Sri.Sanjay Shantilal Patel continues to possess the required skills and capabilities to function effectively as an Independent Director and collectively as the Board of the Company. Sri.Sanjay Shantilal Patel possesses sufficient knowledge, skills and expertise in Industry, Business Strategy, Marketing, Management and Administration, Taxation, Finance and Investments, Environment Protection, Governance, Compliance and other Regulatory Services besides leadership qualities. After considering Sri.Sanjay Shantilal Patel's profile, experience, skills, competencies and other details, his attendance at the Board, its Committees and the General Meetings of the Company and the contributions made by him during his tenure in the first term of office as an Independent Director, NRC has recommended to the Board of Directors his reappointment as an Independent Director for the aforesaid term and the Board, after evaluating his performance and attributes, approved the same.

Pursuant to Regulation 17(1A) of 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.

Sri.Sanjay Shantilal Patel will be attaining the age of 75 years on 23.03.2027, i.e., during his tenure of reappointment and his continuance of office after attaining the age of 75 years would require approval of the Shareholders by way of a Special Resolution.

Hence, approval of the members by way of Special Resolutions is sought for the reappointment of Sri.Sanjay Shantilal Patel as an Independent Director of the Company for the aforesaid term and continuance of office after attaining the age of 75 years during the tenure of his reappointment.

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 Sri.Sanjay Shantilal Patel as an Independent Director of the Company. Sri.Sanjay Shantilal Patel fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations and he is independent of the Management. The Board considers that his reappointment as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Special Resolutions as set out in Item No.4 of the Postal Ballot Notice for approval of the Members.

The disclosure containing the profile and other details of Sri.Sanjay Shantilal Patel as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS2) is annexed to the Postal Ballot Notice.

A copy of the draft letter of reappointment of Sri.Sanjay Shantilal Patel as an Independent Director setting out the terms and conditions would be uploaded on the website of the Company at www.indiacements.co.in and available for inspection of Members at the Registered Office and Corporate Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day upto the last date of e-voting.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Sri.Sanjay Shantilal Patel and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

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

Place : Chennai
Date : 01.11.2023

S.SRIDHARAN
COMPANY SECRETARY