



# 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

10.07.2024

BSE Limited  
Corporate Relationship Dept.  
First Floor, New Trading Ring,  
Phiroze Jeejeebhoy Towers  
Dalai Street, Fort  
**MUMBAI 400001.**  
**Scrip Code : 530005**

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

Dear Sirs,

**Sub.: Disclosure under Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Results of Postal Ballot through Remote E-voting Process and Scrutinizer's Report.**

This is further to our letter dated 05.06.2024 submitting the Postal Ballot Notice along with 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:

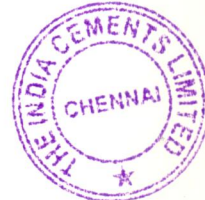
- Re-appointment of Smt. Chitra Srinivasan (DIN:01094213) as a Non-Executive Director of the Company, liable to retire by rotation with effect from 01.08.2024; and
- Ratification of remuneration payable to Sri.K.Suryanarayanan, Cost Auditor for the financial year 2023-24.

In accordance with the provisions of Section 110 of the Companies Act, 2013, read with Rules made thereunder, the Company conducted the Postal Ballot by providing remote e-voting facility to the Members. The remote e-voting commenced at 9.00 A.M. (IST) on Monday, the 10<sup>th</sup> June, 2024 and ended at 5.00 P.M.(IST) on Tuesday, the 09<sup>th</sup> July, 2024.

The Board of Directors at its meeting held on 20.05.2024 appointed Mrs.P.R.Sudha, Company Secretary in Practice (Membership No.F6046, C.P.No.4468), as Scrutinizer to scrutinize the entire e-voting process and submit her Report. Mrs.P.R.Sudha has submitted her Report on 10.07.2024 (copy enclosed). In accordance with the said Report, the Members of the Company have approved the Ordinary / Special Resolutions as set out in the Postal Ballot Notice dated 20.05.2024 with requisite majority. The resolutions set out in the Postal Ballot Notice have been passed on 09.07.2024, i.e., the last date of e-voting.

*Handwritten signature/initials*

*Handwritten signature of S. Sudha*





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As per the Scrutinizer's Report, we furnish below the voting results of the resolutions contained in the Postal Ballot Notice:

- a) Date of the meeting/last day of receipt of postal ballot (e-voting) : 09.07.2024
- b) Total number of shareholders on Record Date : 212119
- c) Record date: 03.06.2024
- d) Number of shareholders present in the meeting either in person or through proxy : N.A
- Promoters and promoter group : --
- Public : --
- No. of shareholders attended the meeting through video conferencing : N.A
- Promoters and promoter group : --
- Public : --
- e) Number of resolutions passed in the meeting through postal ballot : 2
- f) Agenda wise disclosure :

1. **Reappointment of Smt.Chitra Srinivasan (DIN: 01094213) as a Director, subject to retirement by rotation.**
- Resolution required : Special Resolution
- Whether promoter / promoter group are Interested in the agenda / resolution? : Yes

Category	Mode of Voting	No. of shares held. (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes in favour (4)	No. of Votes Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	88074448	88074448	100.00	88074448	0	100.00	0.00
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		88074448	88074448	100.00	88074448	0	100.00
Public - Institutions	E-Voting	66918534	62355988	93.18	60038708	2317280	96.28	3.72
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		66918534	62355988	93.18	60038708	2317280	96.28
Public- Non-Institutions	E-Voting	154904219	19120678	12.34	19036886	83792	99.56	0.44
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		154904219	19120678	12.34	19036886	83792	99.56
<b>Total</b>		<b>309897201</b>	<b>169551114</b>	<b>54.71</b>	<b>167150042</b>	<b>2401072</b>	<b>98.58</b>	<b>1.42</b>

*S. Srinivasan*





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

Resolution required : Ordinary Resolution  
Whether promoter / promoter group are Interested in the agenda : No  
/ resolution?

Category	Mode of Voting	No. of shares held. (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	88074448	88074448	100.00	88074448	0	100.00	0.00
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		88074448	88074448	100.00	88074448	0	100.00
Public - Institutions	E-Voting	66918534	62355988	93.18	62355988	0	100.00	0.00
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		66918534	62355988	93.18	62355988	0	100.00
Public- Non-Institutions	E-Voting	154904219	19127828	12.35	19095534	32294	99.83	0.17
	Poll		--	--	--	--	--	--
	Postal Ballot (if applicable)		--	--	--	--	--	--
	Total		154904219	19127828	12.35	19095534	32294	99.83
<b>Total</b>		<b>309897201</b>	<b>169558264</b>	<b>54.71</b>	<b>169525970</b>	<b>32294</b>	<b>99.98</b>	<b>0.02</b>

The voting results and the Scrutinizer's Report are also being made available on the website of the Company i.e., [www.indiacements.co.in](http://www.indiacements.co.in).

We request you to kindly take the above information on records.

Thanking you,

Yours faithfully,  
for THE INDIA CEMENTS LIMITED

COMPANY SECRETARY

Encl.: As above



**P R SUDHA**

**COMPANY SECRETARY**

Flat 'C', Lakshmi Apartments,  
171, 3rd Cross Street, Lakshmi Nagar,  
Porur, Chennai - 600 116.  
Tel : 98414 26631  
Email : sudha.pr2@gmail.com  
sudha\_pr@yahoo.com

10.07.2024

**Scrutinizer's Report on Remote E-Voting in respect of resolutions  
passed through Postal Ballot**

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended]

To

The Vice Chairman and Managing Director  
The India Cements Limited  
Corporate Office: Coromandel Towers  
93, Santhome High Road  
Karpagam Avenue, R.A. Puram  
Chennai – 600 028

Dear Sir,

**Sub: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, in respect of passing of the resolutions contained in the Postal Ballot Notice dated 20<sup>th</sup> May 2024**

The Postal Ballot Notice along with Explanatory Statement, seeking the approval of the Members of The India Cements Limited by way of Ordinary / Special resolution(s) in respect of the following items of business were sent only by email to those Members who have registered their e-mail address 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, on the cut-off date i.e., 3<sup>rd</sup> June 2024:



**SPECIAL RESOLUTION:**

1. Reappointment of Smt.Chitra Srinivasan (DIN:01094213) as a Director of the Company, liable to retire by rotation

**ORDINARY RESOLUTION:**

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

I, P.R.Sudha, a Company Secretary in Practice have been appointed as Scrutinizer by the Board of Directors of The India Cements Limited (the Company), having its Registered Office at 'Dhun Building', 827, Anna Salai, Chennai - 600 002, for the purpose of scrutinizing the Postal Ballot voting conducted by way of e-voting process ("e-voting") in a fair and transparent manner in respect of the resolutions contained in the postal ballot notice dated 20<sup>th</sup> May 2024 ("Notice") issued pursuant to 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), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2) and 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 (collectively referred to as "MCA Circulars"), allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means ("e-voting") only.

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.

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

Accordingly, approval of the shareholders has been obtained for the aforesaid items of business through the process of said Postal Ballot.



## Responsibility of the Management

The Management of the Company, is responsible for ensuring compliances with the requirements of the Act and the Rules made thereunder, the MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to e-voting on the resolutions contained in the Notice.

## Responsibility as a Scrutinizer

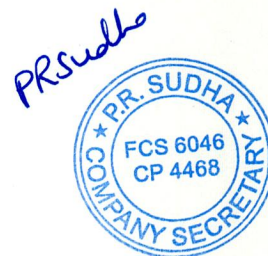
My responsibility as a scrutinizer for e-voting process is restricted to making a Scrutinizer's report on the votes cast "in favour" or "against" by the members in respect of the resolutions contained in the Postal Ballot Notice. My report is based on verification of data and reports generated from the voting system provided by National Securities Depository Limited (NSDL), the authorised agency engaged by the Company to provide voting through electronic means i.e. e-voting.

## I submit my report as under:

1. As per the MCA Circulars, the Postal Ballot Notice were sent only by e-mail to those Members who have registered their e-mail address 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, on the cut-off date i.e., 3<sup>rd</sup> June 2024.
2. The Notice of the Postal Ballot was also available on the Company's website [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 and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope were not sent to members for this Postal Ballot.
3. The Company has availed the e-voting facility offered by **NSDL** for providing to its members the facility to cast their vote through electronic means.
4. The remote e-voting period commenced on 10.06.2024 at 9:00 A.M. (IST) and ended on 09.07.2024 at 5:00 P.M. (IST). The remote e-voting module had been disabled by NSDL for voting thereafter.
5. An advertisement regarding notice of Postal Ballot/E-Voting was published in Business Line and Business Standard, English News Papers and Dinamani, Tamil News Paper on 06.06.2024.
6. The shareholders have cast their votes through e-voting provided by NSDL.



7. All the votes cast up to 5:00 PM (IST) on 9<sup>th</sup> July 2024, being the last date and time fixed by the Company for remote e-voting, were considered for my scrutiny.
8. The votes were unblocked by me after the conclusion of e-voting period on 9<sup>th</sup> July 2024, in the presence of two witnesses, Ms M K Sangeetha and Ms. V Revathy, who are not in the employment of the Company.
9. Thereafter, the details containing the list of Members who voted "in favour" or "against" on the resolutions were generated from the e-voting website of NSDL. Based on the report generated and relied upon by me, data on the e-voting was scrutinized.
10. The report on results of the remote e-voting for postal ballot process is as under:



**Resolution No: 1****Nature of resolution: Special Resolution**

Reappointment of Smt.Chitra Srinivasan (DIN:01094213) as a Director of the Company, liable to retire by rotation

**(i) VOTED FOR THE RESOLUTION**

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	1084	167150042	98.58

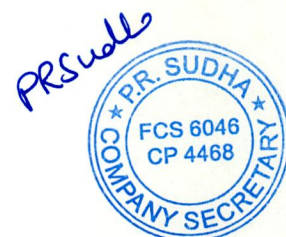
**(ii) VOTED AGAINST THE RESOLUTION**

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	82	2401072	1.42

Total Votes	1166	169551114	100
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**(iii) INVALID VOTES**

	Number of members voted	Number of invalid Votes cast (Shares)	% of total number of invalid votes cast
REMOTE E-VOTING	Nil	Nil	Nil





**Resolution No: 2**

**Nature of resolution: Ordinary Resolution**

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

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	1086	169525970	99.98

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	72	32294	0.02

Total Votes	1158	169558264	100
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(iii) INVALID VOTES

	Number of members voted	Number of invalid Votes cast (Shares)	% of total number of invalid votes cast
REMOTE E-VOTING	Nil	Nil	Nil



The electronic data and all other relevant records relating to remote e-voting will be in my safe custody until the Chairman considers, approves and signs the minutes and thereafter the same will be handed over to the Company for safe keeping.

Thanking You,

Yours faithfully,

*PR Sudha*



**P R SUDHA**  
Practicing Company Secretary  
FCS: 6046 CP No: 4468  
UDIN No: F006046F000703446

**for THE INDIA CEMENTS LIMITED**

*Rupa Gurunath*  
**RUPA GURUNATH**  
**WHOLETEIME DIRECTOR**  
DIN: 01711965