



India Cements

SH/SE/

13.02.2025

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, 5<sup>th</sup> 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 21.01.2025, 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 Special Business:

- ✓ Appointment of Mr.Kailash Chandra Jhanwar (DIN: 01743559) as a Director liable to retire by rotation;
- ✓ Appointment of Mr.Vivek Agrawal (DIN: 10599212) as a Director liable to retire by rotation;
- ✓ Appointment of Mr.E.R.Raj Narayanan (DIN: 00469886) as a Director liable to retire by rotation;
- ✓ Appointment of Mr.Ashok Ramchandran (DIN: 06789014) as a Director liable to retire by rotation;
- ✓ Appointment of Mrs.Alka Bharucha (DIN: 00114067) as an Independent Director;
- ✓ Appointment of Dr.Vikas Balia (DIN: 00424524) as an Independent Director;
- ✓ Appointment of Mrs.Sukanya Kripalu (DIN: 06994202) as an Independent Director.

The remote e-voting will commence on 17.02.2025 (09.00 A.M. IST) and will end on 18.03.2025 (05.00 P.M. IST). The remote e-voting module shall be disabled at 05.00 P.M. (IST) on 18.03.2025 and the members will not be allowed to vote thereafter. The results of the Postal Ballot will be announced on or before 20.03.2025.

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 11.02.2025 (cut-off date) who are eligible for the purpose of remote e-voting.

The said Notice is also 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.nsd.com](http://www.evoting.nsd.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

(A subsidiary of UltraTech Cement Limited)

Registered Office: Dhun Building, 827, Anna Salai, Chennai - 600 002

T: +91 44 2852 1526 / 2857 2100 | W: [www.indiacements.co.in](http://www.indiacements.co.in) | CIN: L26942TN1946PLC000931

Email: [investor@indiacements.co.in](mailto:investor@indiacements.co.in)



# THE INDIA CEMENTS LIMITED

(A Subsidiary of UltraTech Cement 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 17<sup>th</sup> February, 2025 at 09.00 AM (IST)</b>	<b>Tuesday, the 18<sup>th</sup> March, 2025 at 05.00 PM (IST)</b>

To

The Members

NOTICE is hereby given pursuant to Sections 108, 110 and other applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder ("Rules"), Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof for the time being in force), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2") read with the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings / conducting postal ballot process through e-voting vide various general circulars issued by MCA ("MCA Circulars") and subject to other applicable laws and regulations, that the resolutions appended below are proposed to be passed by the Members via Postal Ballot through remote e-voting.

This Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ National Securities Depository Limited ("NSDL") and / or Central Depository Services (India) Limited ("CDSL") (collectively referred to as Depositories or NSDL / CDSL)/ Integrated Registry Management Services Private Limited, Registrar and Share Transfer Agent ("RTA") of the Company and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Tuesday, 11<sup>th</sup> February, 2025 ("Cut-off date"). Accordingly, hard copy of the notice along with the Postal Ballot Form will not be sent to the Members for this Postal Ballot and Members are required to communicate their assent or dissent through the remote e-voting system only.

The proposed resolutions and the explanatory statement setting out the material facts as required in terms of Section 102 of the Act read with the Rules and the MCA Circulars forms part of the Postal Ballot Notice ('Notice') for seeking consent of the Members of the Company through Postal Ballot by remote e-voting only.

The Notice will also be available on the Company's website [www.indiacements.co.in](http://www.indiacements.co.in), websites of the Stock Exchanges, i.e. BSE Limited ("BSE") and the National Stock Exchange of India Limited ("NSE") 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).

In compliance of the MCA Circulars on Postal Ballot process, the voting on the resolutions covered in the Notice will take place through remote e-voting only and physical copies of the Notice, postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot. Please refer to detailed instructions for remote e-voting explained in notes to the Notice.

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 17<sup>th</sup> February, 2025, at 9.00 A.M. (IST) and ends on Tuesday, the 18<sup>th</sup> March, 2025, 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 18<sup>th</sup> March, 2025. 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:**

#### **Item No.1:**

#### **Appointment of Mr. Kailash Chandra Jhanwar (DIN: 01743559) as a Director liable to retire by rotation:**

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

"RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and 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), Mr. Kailash Chandra Jhanwar (DIN: 01743559), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 25<sup>th</sup> December, 2024 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company subject to retirement by rotation."

"RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to the above resolution."

**Item No.2:**

**Appointment of Mr. Vivek Agrawal (DIN: 10599212) as a Director liable to retire by rotation:**

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and 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), Mr. Vivek Agrawal (DIN: 10599212), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 25<sup>th</sup> December, 2024 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company subject to retirement by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to the above resolution.”

**Item No.3:**

**Appointment of Mr. E.R.Raj Narayanan (DIN: 00469886) as a Director liable to retire by rotation:**

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and 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), Mr. E.R.Raj Narayanan (DIN: 00469886), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 25<sup>th</sup> December, 2024 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company subject to retirement by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to the above resolution.”

**Item No.4:**

**Appointment of Mr. Ashok Ramchandran (DIN: 06789014) as a Director liable to retire by rotation:**

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

“RESOLVED THAT pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and 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), Mr. Ashok Ramchandran (DIN: 06789014), who was appointed as an Additional Director by the Board of Directors of the Company with effect from 25<sup>th</sup> December, 2024 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as a Director of the Company subject to retirement by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to the above resolution.”

**Item No.5:**

**Appointment of Mrs. Alka Bharucha (DIN: 00114067) as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable Rules, if any (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”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mrs. Alka Bharucha (DIN: 00114067), who was appointed as an Additional and Non-Executive Independent Director of the Company, with effect from 25<sup>th</sup> December, 2024, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 25<sup>th</sup> December, 2024 to 24<sup>th</sup> December, 2029 (both days inclusive).”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to the above resolution.”

**Item No.6:**

**Appointment of Dr. Vikas Balia (DIN: 00424524) as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable Rules, if any (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”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Dr. Vikas Balia (DIN: 00424524), who was appointed as an Additional and Non-Executive Independent Director of the Company, with effect from 25<sup>th</sup> December, 2024, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 25<sup>th</sup> December, 2024 to 24<sup>th</sup> December, 2029 (both days inclusive).”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to the above resolution.”

**Item No.7:**

**Appointment of Mrs.Sukanya Kripalu (DIN: 06994202) as an Independent Director:**

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, and other applicable Rules, if any (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”), (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Articles of Association of the Company, Mrs.Sukanya Kripalu (DIN: 06994202), who was appointed as an Additional and Non-Executive Independent Director of the Company, with effect from 25<sup>th</sup> December, 2024, being eligible and fulfilling the criteria of independence as provided in the Act and the Listing Regulations and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of five consecutive years with effect from 25<sup>th</sup> December, 2024 to 24<sup>th</sup> December, 2029 (both days inclusive).”

“RESOLVED FURTHER THAT the Board of Directors of the Company or any duly constituted Committee of the Board be and is hereby authorised to do all such acts, deeds and things and take all such steps as may be necessary or expedient to give effect to the above resolution.”

## NOTES:

1. The Explanatory Statement pursuant to Section 102 and Section 110 of the Companies Act, 2013 ("the Act") read with Rules made thereunder and Secretarial Standards issued by the Institute of Company Secretaries of India, setting out the material facts and reasons in respect of the resolutions as set out above, is annexed hereto and forms part of this Notice.
2. Pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder and General Circular No. 09/2024 dated 19<sup>th</sup> September, 2024, other Circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time, and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 3<sup>rd</sup> October, 2024 issued by the Securities and Exchange Board of India ("SEBI") ("the Circulars"), companies have an option to seek the approval of the Members through Postal Ballot (via remote e-voting) for the above-mentioned resolutions, instead of getting the same passed at a General Meeting. Accordingly, if the resolution is approved by the Members through Postal Ballot via remote e-voting, it shall be deemed to have been passed as if the same has been passed at a General Meeting of the Members convened in this regard.

3. **Dispatch of Postal Ballot Notice through electronic mode**

In accordance with the provisions of the 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 of the Company viz. Integrated Registry Management Services Private Limited ("RTA") (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 as on Tuesday, the 11<sup>th</sup> February, 2025, ("cut-off date"). As per the Circulars, 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 are requested to provide their assent or dissent through remote e-voting only.

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. **Registration of e-mail ID**

Members who have not registered their email IDs are requested to do so at the earliest. Members holding shares in:

- **Electronic mode** can register / update their email ID by contacting their respective Depository Participant(s) ("DP").
- **Physical mode** 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).

5. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, the 11<sup>th</sup> February, 2025 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. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.
6. Facility to exercise vote through remote e-voting will be available during the following period:

<b>E-voting Starts on</b>	<b>E-voting Ends on</b>
Monday, the 17 <sup>th</sup> February, 2025 (09.00 AM IST)	Tuesday, the 18 <sup>th</sup> March, 2025 (05.00 PM IST)

7. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
8. The vote in this Postal Ballot cannot be exercised through proxy.
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.15 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 on or before 20.03.2025 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](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. Tuesday, the 18<sup>th</sup> March 2025, 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. Members of the Company including Institutional Investors are encouraged to vote on the resolutions proposed in this Notice.



15. **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 way 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:

<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>1. 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>2. 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 hold 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**

 App Store  Google Play



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.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [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 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.com](mailto:evoting@nsdl.com) or call at 022 - 4886 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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800-21-09911

**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.nsd.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.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.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). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

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 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 [investor@indiacements.co.in](mailto:investor@indiacements.co.in) or to the RTA at [corpserv@integratedindia.in](mailto: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 [investor@indiacements.co.in](mailto:investor@indiacements.co.in) or to the RTA at [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in). If you are an Individual shareholders 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.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 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 : 21.01.2025

S.SRIDHARAN  
COMPANY SECRETARY

**DISCLOSURE 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**

**Item No.1**

Name of the Director	:	Mr. Kailash Chandra Jhanwar
Director Identification Number (DIN)	:	01743559
Brief Profile / Experience	:	Mr. Kailash Chandra Jhanwar is the Managing Director of UltraTech Cement Limited. He joined the Cement Business of Aditya Birla Group as a Management Trainee in 1981. In a career spanning 43 years with group, He has worked across finance, operations and general management roles in the Chemical and Cement Sectors.  For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth & Age	:	30 <sup>th</sup> June, 1957 & 67 years
Date of First appointment on the Board as Director	:	25 <sup>th</sup> December, 2024
Expertise in specific functional area	:	Cement Industry, Business Strategy, Operations, Project Management and Commercial Skills, Acquisitions & Integration, Management and Administration, Finance and Investments, Environment Protection, Governance, Compliance and other Regulatory Services.
Qualification	:	Chartered Accountant
Terms & Conditions of Appointment	:	Director liable to retire by rotation
Category of Directorship	:	Non-Executive Non-Independent Director
Remuneration last drawn	:	Nil
Remuneration proposed to be paid	:	Nil, other than reimbursement of expenses for participating in the Board and other meetings.
Date of last reappointment as Director	:	Not Applicable
Shareholding in the Company	:	Nil
Relationships between Directors inter-se and Key Managerial Personnel	:	Mr. Kailash Chandra Jhanwar is not related to any Director on the Board or Key Managerial Personnel of the Company
No. of Board Meetings attended during the year 2024-25	:	Held: 3                  Attended: 3 [Appointed effective from 25 <sup>th</sup> December 2024]
Names of other public limited companies in which directorships held	:	1. Letein Valley Cement Limited 2. UltraTech Cement Limited
Chairman / Member of the Committees of Board of Directors of the Company	:	Corporate Social Responsibility Committee -Chairman Risk Management Committee - Chairman Stakeholders' Relationship Committee - Member Finance Committee - Member
Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director*	:	Stakeholder Relationship Committee- Member 1. UltraTech Cement Limited
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.	:	Mr. Kailash Chandra Jhanwar is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority

\* Pursuant to Regulation 26 of the Listing Regulations, only two Committees viz. Audit Committee and Stakeholders Relationship Committee have been considered.

**Item No.2**

Name of the Director	:	Mr. Vivek Agrawal
Director Identification Number (DIN)	:	10599212
Brief Profile / Experience	:	Mr. Vivek Agrawal is the Wholetime Director and Chief Marketing Officer at UltraTech Cement Limited. He has spent a major part of his professional career at UltraTech's Cement Business, holding a number of critical positions.  For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth & Age	:	2 <sup>nd</sup> December, 1962 & 62 years
Date of First appointment on the Board as Director	:	25 <sup>th</sup> December, 2024
Expertise in specific functional area	:	Cement Industry, Marketing, Business Transformations & building Brands, Innovation, Technology and Digitalisation, Strategic Expertise, Risk Management, Sustainability and General Management.
Qualification	:	B.E.(Hons.), NIT Allahabad  Master of Business Administration, FMS, Delhi  Advanced Management Program (AMP), Wharton Business School.
Terms & Conditions of Appointment	:	Director liable to retire by rotation
Category of Directorship	:	Non-Executive Non-Independent Director
Remuneration last drawn	:	Nil
Remuneration proposed to be paid	:	Nil, other than reimbursement of expenses for participating in the Board and other meetings.
Date of last reappointment as Director	:	Not Applicable
Shareholding in the Company	:	Nil
Relationships between Directors inter-se and Key Managerial Personnel	:	Mr. Vivek Agrawal is not related to any Director on the Board or Key Managerial Personnel of the Company
No. of Board Meetings attended during the year 2024-25	:	Held: 3                      Attended: 3 [Appointed effective from 25 <sup>th</sup> December 2024]
Names of other public limited companies in which directorships held	:	UltraTech Cement Limited
Chairman / Member of the Committees of Board of Directors of the Company	:	Stakeholders Relationship Committee - Member
Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director	:	Nil
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.	:	Mr. Vivek Agrawal is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority



**Item No.3**

Name of the Director	:	Mr. E.R.Raj Narayanan
Director Identification Number (DIN)	:	00469886
Brief Profile / Experience	:	Mr. E R Raj Narayanan is a chemical engineer, with about four decades of experience in sectors like cement, speciality chemicals, fertilizers, industrial products and industrial gases. Currently he is the Business Head and Chief Manufacturing Officer of UltraTech Cement Limited.  For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth & Age	:	21 <sup>st</sup> April, 1962 & 62 years
Date of First appointment on the Board as Director	:	25 <sup>th</sup> December, 2024
Expertise in specific functional area	:	Industry, Leadership, Business Strategy, Operations, Governance, Management & Administration, Environment and Sustainability, Community Development and Corporate Social Responsibility.
Qualification	:	Bachelor of Technology
Terms & Conditions of Appointment	:	Director liable to retire by rotation
Category of Directorship	:	Non-Executive Non-Independent Director
Remuneration last drawn	:	Nil
Remuneration proposed to be paid	:	Nil, other than reimbursement of expenses for participating in the Board and other meetings.
Date of last reappointment as Director	:	Not Applicable
Shareholding in the Company	:	Nil
Relationships between Directors inter-se and Key Managerial Personnel	:	Mr. E. R. Raj Narayanan is not related to any Director on the Board or Key Managerial Personnel of the Company
No. of Board Meetings attended during the year 2024-25	:	Held: 3                      Attended: 3 [Appointed effective from 25 <sup>th</sup> December 2024]
Names of other public limited companies in which directorships held	:	1. ICL Financial Services Limited 2. ICL Securities Limited 3. ICL International Limited 4. India Cements Infrastructures Limited 5. Industrial Chemicals and Monomers Limited
Chairman / Member of the Committees of Board of Directors of the Company	:	Corporate Social Responsibility Committee - Member Risk Management Committee - Member
Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director	:	Nil
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.	:	Mr. E.R.Raj Narayanan is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority

**Item No.4**

Name of the Director	:	Mr. Ashok Ramchandran
Director Identification Number (DIN)	:	06789014
Brief Profile / Experience	:	Mr.Ashok Ramchandran is the Director - Human Resources at the Aditya Birla Group. He has over 35 years of rich and varied experience in HR, spanning multiple sectors in companies such as Asian Paints, GE Capital, Tata AIG Insurance and Vodafone India.  For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth & Age	:	5 <sup>th</sup> October, 1966 & 58 years
Date of First appointment on the Board as Director	:	25 <sup>th</sup> December, 2024
Expertise in specific functional area	:	Human Resources and Development, Leadership, Induction and Training, Management & Administration and Community Development and Governance.
Qualification	:	B.Sc - Mathematics, MBA - HR
Terms & Conditions of Appointment	:	Director liable to retire by rotation
Category of Directorship	:	Non-Executive Non-Independent Director
Remuneration last drawn	:	Nil
Remuneration proposed to be paid	:	Nil, other than reimbursement of expenses for participating in the Board and other meetings.
Date of last reappointment as Director	:	Not Applicable
Shareholding in the Company	:	Nil
Relationships between Directors inter-se and Key Managerial Personnel	:	Mr.Ashok Ramchandran is not related to any Director on the Board or Key Managerial Personnel of the Company
No. of Board Meetings attended during the year 2024-25	:	Held: 3                  Attended: 3  [Appointed effective from 25 <sup>th</sup> December 2024]
Chairman / Member of the Committees of Board of Directors of the Company	:	Nomination and Remuneration Committee - Member
Names of other public limited companies in which directorships held	:	Nil
Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director	:	Nil
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.	:	Mr.Ashok Ramchandran is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority

**Item No.5**

Name of the Director	:	Mrs. Alka Bharucha
Director Identification Number (DIN)	:	00114067
Brief Profile / Experience	:	Mrs. Alka Bharucha is a Senior Partner at Messrs. Bharucha & Partners, Advocates & Solicitors, Mumbai. She completed her B.A. (Hons.) and L.L.B. from the University of Bombay and Masters in Law from the University of London. She is a Solicitor with the High Court of Mumbai and Supreme Court of England and Wales and also an Advocate on Record with the Supreme Court of India. For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth & Age	:	6 <sup>th</sup> March, 1957 & 67 years
Date of First appointment on the Board as Director	:	25 <sup>th</sup> December, 2024
Expertise in specific functional area	:	Legal Expertise in Mergers and Acquisitions, Joint Ventures, Private Equity and Banking & Finance
Qualification	:	B.A. (Hons.), L.L.B, Masters in Law - University of London
Terms & Conditions of Appointment	:	For a term of 5 consecutive years, not liable to retire by rotation
Category of Directorship	:	Non-Executive Independent director
Remuneration last drawn	:	Remuneration by way of sitting fee (@ Rs.50,000 per meeting) was paid for attending the meetings of the Board.
Remuneration proposed to be paid	:	Remuneration shall be paid by way of fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, besides reimbursement of expenses for participating in the Board and other meetings. Commission or other benefits in any manner will also be considered, within the limits stipulated under Section 197 of the Act.
Date of last reappointment as Director	:	Not Applicable
Shareholding in the Company	:	Nil
Relationships between Directors inter-se and Key Managerial Personnel	:	Mrs. Alka Bharucha is not related to any Director on the Board or Key Managerial Personnel of the Company
No. of Board Meetings attended during the year 2024-25	:	Held: 3                      Attended: 2 [Appointed effective from 25 <sup>th</sup> December 2024]
Names of other public limited companies in which directorships held	:	1. Honda Cars India Limited 2. Aditya Birla Sun Life AMC Limited 3. UltraTech Cement Limited 4. Hindalco Industries Limited 5. Orient Electric Limited 6. ITC Limited
Chairman / Member of the Committees of Board of Directors of the Company	:	Audit Committee - Chairman Nomination and Remuneration Committee - Member
Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director*	:	Audit Committee - Chairperson: Honda Cars Limited Stakeholders' Relationship Committee - Chairperson: 1. Orient Electric Limited 2. Aditya Birla Sun Life AMC Limited Audit Committee - Member: 1. UltraTech Cement Limited 2. Orient Electric Limited 3. ITC Limited
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	:	Mrs. Alka Bharucha is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority

\* Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Relationship Committee have been considered.

**Item No.6**

Name of the Director	:	Dr. Vikas Balia
Director Identification Number (DIN)	:	00424524
Brief Profile / Experience	:	Dr. Vikas Balia is a Senior Advocate and a rank holding Chartered Accountant, with a Master's degree in Mercantile Laws and a doctoral research (Ph.D) on Securitization Laws. He possesses a deep understanding of complex financial matters, regulatory requirements and auditing standards.  For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth & Age	:	4 <sup>th</sup> August, 1975 & 49 years
Date of First appointment on the Board as Director	:	25 <sup>th</sup> December 2024
Expertise in specific functional area	:	Legal, Finance and Accounts
Qualification	:	Designated Senior Advocate; Chartered Accountant; Master's degree in Mercantile Laws; Ph.D on Securitization Laws
Terms & Conditions of Appointment	:	For a term of 5 consecutive years, not liable to retire by rotation
Category of Directorship	:	Non-Executive Independent Director
Remuneration last drawn	:	Remuneration by way of sitting fee (@ Rs.50,000 per meeting) was paid for attending the meetings of the Board.
Remuneration proposed to be paid	:	Remuneration shall be paid by way of fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, besides reimbursement of expenses for participating in the Board and other meetings. Commission or other benefits in any manner will also be considered, within the limits stipulated under Section 197 of the Act.
Date of last reappointment as Director	:	Not Applicable
Shareholding in the Company	:	1 equity share of Rs.10/- each (through Vikas Baila HUF)
Relationships between Directors inter-se and Key Managerial Personnel	:	Dr. Vikas Balia is not related to any Director on the Board or Key Managerial Personnel of the Company
No. of Board Meetings attended during the year 2024-25	:	Held: 3                      Attended: 3 [Appointed effective from 25 <sup>th</sup> December 2024]
Names of other public limited companies in which directorships held	:	1. UltraTech Cement Limited 2. Hasti Petro Chemical and Shipping Limited 3. ideaForge Technology Limited 4. Hindalco Industries Limited
Chairman / Member of the Committees of Board of Directors of the Company	:	Stakeholders Relationship Committee - Chairman Finance Committee - Chairman Audit Committee - Member Risk Management Committee - Member
Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director*	:	Audit Committee - Chairperson: 1. ideaForge Technology Limited 2. Hasti Petro Chemical and Shipping Limited 3. Hindalco Industries Limited  Stakeholders' Relationship Committee- Member: 1. ideaForge Technology Limited 2. UltraTech Cement Limited
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.	:	Dr. Vikas Balia is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority

\* Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Relationship Committee have been considered.

**Item No.7**

Name of the Director	:	Mrs. Sukanya Kripalu
Director Identification Number (DIN)	:	06994202
Brief Profile / Experience	:	Mrs. Sukanya Kripalu, graduate in Mathematics from St. Xavier's College and a postgraduate from the Indian Institute of Management, Calcutta, is a marketing consultant and an independent director across several boards. Her experience includes working with leading corporates like Nestle India Limited, Cadbury India Limited and Kellogg's India. She was also the CEO of Quadra Advisory- a WPP group company.  For further details, please refer to the explanatory statement forming part of this Notice.
Date of Birth & Age	:	30 <sup>th</sup> October, 1960 & 64 years
Date of First appointment on the Board as Director	:	25 <sup>th</sup> December 2024
Expertise in specific functional area	:	Business strategy, Marketing, Brand building and advertising and training.
Qualification	:	Postgraduate from the Indian Institute of Management, Calcutta, Graduate in Mathematics
Terms & Conditions of Appointment	:	For a term of 5 consecutive years, not liable to retire by rotation
Category of Directorship	:	Non-Executive Independent Director
Remuneration last drawn	:	Remuneration by way of sitting fee (@ Rs.50,000 per meeting) was paid for attending the meetings of the Board.
Remuneration proposed to be paid	:	Remuneration shall be paid by way of fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board, besides reimbursement of expenses for participating in the Board and other meetings. Commission or other benefits in any manner will also be considered, within the limits stipulated under Section 197 of the Act.
Date of last reappointment as Director	:	Not Applicable
Shareholding in the Company	:	Nil
Relationships between Directors inter-se and Key Managerial Personnel	:	Mrs. Sukanya Kripalu is not related to any Director on the Board or Key Managerial Personnel of the Company
No. of Board Meetings attended during the year 2024-25 [From the date of Appointment 25.12.2	:	Held: 3                      Attended: 3 [Appointed effective from 25 <sup>th</sup> December 2024]
Names of other public limited companies in which directorships held	:	1. Colgate-Palmolive (India) Limited 2. Entertainment Network (India) Limited 3. Aditya Birla Health Insurance Co. Limited 4. CEAT Limited 5. Hindalco Industries Limited 6. Aditya Birla Real Estate Limited 7. Hexaware Technologies Limited 8. Novel Jewels Limited
Chairman / Member of the Committees of Board of Directors of the Company	:	Nomination and Remuneration Committee - Chairperson Audit Committee - Member Corporate Social Responsibility Committee - Member
Chairman / Member of the Committee of Directors of other public limited companies in which he / she is a Director*	:	Stakeholders' Relationship Committee - Member: 1. Colgate-Palmolive (India) Limited 2. Hexaware Technologies Limited  Audit Committee - Member: 1. Colgate-Palmolive (India) Limited 2. Aditya Birla Real Estate Limited 3. Aditya Birla Health Insurance Co. Limited 4. Entertainment Network (India) Limited 5. CEAT Limited 6. Novel Jewels Limited
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.	:	Mrs. Sukanya Kripalu is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority

\* Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Relationship Committee have been considered.

## **ANNEXURE TO THE NOTICE**

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013**

#### **Item No.1:**

##### **Appointment of Mr. Kailash Chandra Jhanwar (DIN: 01743559) as a Director:**

The Board of Directors at their meeting held on 25<sup>th</sup> December, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Kailash Chandra Jhanwar (DIN:01743559) as an Additional Director of the Company in the capacity of a Non-Executive Non-Independent Director liable to retire by rotation with effect from 25<sup>th</sup> December 2024.

Mr. K.C. Jhanwar is the Managing Director of UltraTech Cement Limited (UltraTech). He took over this role on 1<sup>st</sup> January 2020. Mr. Jhanwar is a Chartered Accountant by profession. He joined the Cement Business of Aditya Birla Group as a Management Trainee in 1981.

In a career spanning 43 years with group, Mr. K.C. Jhanwar has worked across finance, operations and general management roles in the Cement and Chemical Sectors. He has deep expertise in project management and commercial skills, as well as significant experience in acquisitions & integration.

Mr. K.C. Jhanwar is a well-respected industry leader and is recognized as the pre-eminent voice of the cement and building materials industry in India. He was the past President of Cement Manufacturers Association (CMA) as well as Ex-Chairman of the National Council for Cement and Building Materials (NCBM). He is also a member of the Development Council for Cement Industry, which has been constituted by the Government of India in 2021 to guide the development of the sector in a holistic manner. He is also recipient of India's best CEO's award by Fortune magazine 2 years in a row.

As the Chief Manufacturing Officer earlier and now as the Managing Director, Mr. K.C. Jhanwar has led the sustainability agenda for UltraTech. He has been an active advocate of the sustainability agenda through industry bodies like Global Cement & Concrete Association (GCCA), Cement Manufacturers Association (CMA), The Confederation of Indian Industry (CII) and Federation of Indian Chambers of Commerce and Industry (FICCI) among several others. Under his leadership, UltraTech has achieved key sustainability milestones like SBTi validation of its GHG emission reduction targets and adoption of Internal Carbon Price (ICP). Under his stewardship UltraTech has become both water positive and plastic positive in its operations. UltraTech has the distinction of being the first Company from India and the second in Asia to issue Sustainability linked Bonds (SLB), a resounding endorsement of the progress made by UltraTech on its sustainability agenda.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence, the approval of the shareholders is sought by means of ordinary resolution as set out in the Notice.

The Company has received a Notice from a member in terms of the provisions of Section 160 of the Companies Act, 2013 (Act) proposing the appointment of Mr. K. C. Jhanwar as a Non-Executive Non- Independent Director of the Company liable to retire by rotation.

The Company has also received consent from Mr. K. C. Jhanwar to act as a Director of the Company, if appointed, along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mr. Jhanwar confirming that his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.

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

The Board considers that his appointment as a Non-Executive Non-Independent Director liable to retire by rotation would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolutions as set out in Item No.1 of the Postal Ballot Notice for the approval of Members.

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

Mr. K. C. Jhanwar is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. K. C. Jhanwar and his relatives are, in any way, concerned or interested in the said resolutions.

**Item No.2:**

**Appointment of Mr. Vivek Agrawal (DIN: 10599212) as a Director:**

The Board of Directors at their meeting held on 25<sup>th</sup> December, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Vivek Agrawal (DIN: 10599212) as an Additional Director of the Company in the capacity of a Non-Executive Non-Independent Director liable to retire by rotation with effect from 25<sup>th</sup> December 2024.

Mr. Vivek Agrawal is the Wholetime Director and Chief Marketing Officer at UltraTech Cement Limited. He has spent a major part of his professional career at UltraTech's Cement Business, holding a number of critical positions. He joined the Group in 1993 as a Zonal Manager in the Cement Marketing Division and went on to hold important positions such as Zonal Head - Grey Cement South; Head Marketing - Birla White and Head - RMC Business.

Mr. Vivek Agrawal took over as the CEO of UAE based entity Star Cement LLC in 2010 and in October 2013, took on the role of Chief Marketing Officer of the Cement Business. He was named an Aditya Birla Fellow in 2017 and was a recipient of the Chairman's Outstanding Leader Award in 2019. He is a B.E.(Hons.) from NIT Allahabad and MBA from FMS, Delhi. He has done his Advanced Management Program (AMP) from Wharton Business School.

Besides his core expertise in Cement Industry, Mr. Vivek Agrawal possesses expertise and competencies in Marketing, Business Transformations & building Brands, Innovation, Technology and Digitalisation, Strategic Expertise, Risk Management, Sustainability and General Management.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence, the approval of the shareholders is sought by means of ordinary resolutions as set out in the Notice.

The Company has received a notice from a Member in terms of the provisions of Section 160 of the Companies Act, 2013 (Act) proposing the appointment of Mr. Vivek Agrawal as a Non-Executive Non-Independent Director of the Company liable to retire by rotation.

The Company has also received consent from Mr. Vivek Agrawal to act as a Director of the Company, if appointed, along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mr. Agrawal confirming that his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.

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

The Board considers that his appointment as a Non-Executive Non-Independent Director liable to retire by rotation would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolutions as set out in Item No.2 of the Postal Ballot Notice for the approval of Members.

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

Mr. Vivek Agrawal is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Vivek Agrawal and his relatives are, in any way, concerned or interested in the said resolutions.

**Item No.3:**

**Appointment of Mr. E.R.Raj Narayanan (DIN: 00469886) as a Director:**

The Board of Directors at their meeting held on 25<sup>th</sup> December, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. E.R. Raj Narayanan (DIN: 00469886) as an Additional Director of the Company in the capacity of a Non-Executive Non-Independent Director liable to retire by rotation with effect from 25<sup>th</sup> December 2024.

Mr. E R Raj Narayanan is a chemical engineer, with about four decades of experience in sectors like cement, speciality chemicals, fertilizers, industrial products and industrial gases. Currently he is the Business Head and Chief Manufacturing Officer of UltraTech Cement Limited. Before joining UltraTech, he was Group Executive President for Chlor Alkali and the VFY segments of Grasim Industries Ltd. During his other stints with the Aditya Birla Group, he held positions as CEO of insulators & fertilizers and Senior President of overseas chemical businesses.



Prior to joining Aditya Birla Group in 2008, Mr. E.R. Raj Narayanan worked in leading companies in the chemicals and industrial products space. He served as Managing Director of Linde Gases India Limited, Managing Director of Lanxess India Private Limited and Country Head of Bayer Chemicals in India. Apart from India, he has led the manufacturing businesses based out of Thailand and China.

Besides his core expertise in Industries, Mr. E.R. Raj Narayanan possesses expertise and competencies in Leadership, Business Strategy, Operations, Governance, Management & Administration, Environment and Sustainability, Community Development and Corporate Social Responsibility.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence the approval of the shareholders is sought by means of ordinary resolutions as set out in the Notice.

The Company has received a notice from a Member in terms of the provisions of Section 160 of the Companies Act, 2013 (Act) proposing the appointment of Mr. E.R. Raj Narayanan as a Non-Executive Non-Independent Director of the Company liable to retire by rotation.

The Company has also received consent from Mr. E.R. Raj Narayanan to act as a Director of the Company, if appointed, along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mr. Raj Narayanan confirming that his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.

The disclosure containing the profile and other details of Mr. E. R. Raj Narayanan as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings (SS2) is annexed to the Notice.

The Board considers that his appointment as a Non-Executive Non-Independent Director liable to retire by rotation would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolutions as set out in Item No.3 of the Postal Ballot Notice for the approval of Members.

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

Mr. E.R. Raj Narayanan is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. E.R. Raj Narayanan and his relatives are, in any way, concerned or interested in the said resolutions.

**Item No.4:**

**Appointment of Mr. Ashok Ramchandran (DIN: 06789014) as a Director:**

The Board of Directors at their meeting held on 25<sup>th</sup> December, 2024, based on the recommendation of the Nomination and Remuneration Committee, appointed Mr. Ashok Ramchandran (DIN: 06789014) as an Additional Director of the Company in the capacity of a Non-Executive Non-Independent Director liable to retire by rotation with effect from 25<sup>th</sup> December 2024.

Mr. Ashok Ramchandran is a Director - Human Resources at the Aditya Birla Group and has over 35 years of rich and varied experience in HR, spanning multiple sectors in companies such as Asian Paints, GE Capital, Tata AIG Insurance and Vodafone India, before joining the Aditya Birla Group 9 years ago. He is a strong believer in talent and potential, and in the building of opportunities for people to make an impact. "Making a difference" is his core look-out and driver of energy! He was awarded the Seasoned HR Professional by NHRDN in 2015, and the CHRO of the Year - 2017 at the Business World Excellence Awards.

Besides his core expertise in Human Resources and Development, Mr. Ashok Ramchandran possesses expertise and competencies in Leadership, Business Strategy, Operations, Compliance and Regulatory Services, Training, Management & Administration, Community Development and Corporate Governance.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Hence the approval of the shareholders is sought by means of ordinary resolutions as set out in the Notice.

The Company has received a notice from a Member in terms of the provisions of Section 160 of the Companies Act, 2013 (Act) proposing the appointment of Mr. Ashok Ramchandran as a Non-Executive Non- Independent Director of the Company, liable to retire by rotation.

The Company has also received consent from Mr. Ashok Ramchandran to act as a Director of the Company, if appointed, along with a declaration to the effect that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has also received declaration from Mr. Ashok Ramchandran confirming that his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India.

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

The Board considers that his appointment as a Non-Executive Non-Independent Director liable to retire by rotation would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolutions as set out in Item No.4 of the Postal Ballot Notice for the approval of Members.

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

Mr. Ashok Ramchandran is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mr. Ashok Ramchandran and his relatives are, in any way, concerned or interested in the said resolutions.

**Item No.5:**

**Appointment of Mrs. Alka Bharucha (DIN: 00114067) as an Independent Director:**

Based on the recommendation of the Nomination and Remuneration Committee and in terms of Section 161 of the Companies Act, 2013, Mrs. Alka Bharucha (DIN: 00114067) was co-opted as an Additional Director on the Company's Board with effect from 25.12.2024. She was also appointed as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years from 25.12.2024 to 24.12.2029, subject to the approval of the Shareholders.

Mrs. Alka Bharucha is a Senior Partner at Messrs. Bharucha & Partners, Advocates & Solicitors, Mumbai. She completed her B.A. (Hons.) and L.L.B. from the University of Bombay and Masters in Law from the University of London. She is a Solicitor with the High Court of Mumbai and Supreme Court of England and Wales and also an Advocate on Record with the Supreme Court of India.

Mrs. Alka Bharucha began her career with Mulla & Mulla and Craigie Blunt & Caroe and joined Amarchand & Mangaldas as Partner in 1992. In 2008, she co-founded Bharucha & Partners, which has been ranked by RSG Consulting, London, amongst the top law firms in India. With over 30 years of experience, Mrs. Bharucha has been ranked by Chambers Global, Legal 500 and Who's Who Legal amongst India's leading lawyers.

Mrs. Alka Bharucha chairs the Transactions Practice at Bharucha & Partners. Her core areas of legal expertise include mergers & acquisitions, joint ventures, private equity and banking & finance.

Besides her expertise in functional core areas, Mrs. Alka Bharucha possesses expertise and competencies in Leadership, Financial literacy, Human Resource Development, Risk Management, and Corporate Governance.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Hence, the approval of the shareholders is sought by means of special resolutions as set out in the Notice.

In the opinion of the Board, Mrs. Alka Bharucha fulfils the conditions for her appointment as a Non-Executive Independent Director as specified in the Companies Act, 2013 ("Act"), the Rules made thereunder and Listing Regulations. Mrs. Bharucha is independent of the management. Considering her vast experience and qualifications, the Board is of the opinion that Mrs. Bharucha's appointment as a Non-Executive Independent Director is in the best interest of and beneficial to the Company.

The Company has received a notice from a Member in terms of the provisions of Section 160 of the Act, proposing the appointment of Mrs. Alka Bharucha as a Non-Executive Independent Director of the Company.

Mrs. Alka Bharucha has consented to act as a Director of the Company, if appointed. She has submitted a declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has received a declaration from her that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Further, she has confirmed that her name does not appear in the list of wilful defaulters issued by the Reserve Bank of India and that she is not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

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

Mrs. Alka Bharucha shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board besides reimbursement of expenses for participating in the Board and other meetings. Commission or other benefits in any manner, will also be considered within the limits stipulated under Section 197 of the Act.

A copy of the draft letter of appointment as a Non-Executive Independent Director setting out the terms and conditions is available for inspection by the Members on the website of the Company at [www.indiacements.co.in](http://www.indiacements.co.in).

The Board accordingly recommends the Special Resolutions set out at Item No.5 of this Notice for approval of the members.

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

Mrs. Alka Bharucha is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mrs. Alka Bharucha and her relatives are, in any way, concerned or interested in the said resolutions.

**Item No.6:**

**Appointment of Dr. Vikas Balia (DIN: 00424524) as an Independent Director:**

Based on the recommendation of the Nomination and Remuneration Committee and in terms of Section 161 of the Companies Act, 2013, Dr. Vikas Balia (DIN: 00424524) was co-opted as an Additional Director on the Company's Board with effect from 25.12.2024. He was also appointed as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years from 25.12.2024 to 24.12.2029, subject to the approval of the Shareholders.

Dr. Vikas Balia is a Senior Advocate and a rank holding Chartered Accountant, with a Master's degree in Mercantile Laws as well as a doctoral research (Ph. D) on Securitization Laws. He founded Legalsphere, a full-service law and consulting law firm. His expertise extends to handling transactions, conducting due diligences and providing advisory services, demonstrating a well-rounded approach to legal practice that integrates strategic and practical insights. With a background in finance, accounting and law, Dr. Balia possesses a deep understanding of complex financial matters, regulatory requirements and auditing standards.

Besides his core expertise in Legal, Finance and Accounts, Dr. Vikas Balia possesses expertise and competencies in Industry, Environmental and Social Sustainability, General Management, Innovation, Technology and Digitization, Risk Management, Strategic Expertise and Corporate Governance.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Hence, the approval of the shareholders is sought by means of special resolutions as set out in the Notice.

In the opinion of the Board, Dr. Vikas Balia fulfils the conditions for his appointment as Non-Executive Independent Director as specified in the Companies Act, 2013 ("Act"), the Rules made thereunder and the Listing Regulations. He is independent of the management. Considering his vast experience and qualifications, the Board is of the opinion that his appointment as a Non-Executive Independent Director is in the best interest of and beneficial to the Company.

The Company has received a notice from a Member in terms of the provisions of Section 160 of the Act, proposing the appointment of Dr. Vikas Balia as a Non-Executive Independent Director of the Company.

Dr. Vikas Balia has consented to act as a Director of the Company, if appointed. He has submitted a declaration confirming that he is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has received a declaration from him that he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Further, he has confirmed that his name does not appear in the list of wilful defaulters issued by the Reserve Bank of India 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.

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

Dr. Vikas Balia shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board besides reimbursement of expenses for participating in the Board and other meetings. Commission or other benefits in any manner, will also be considered within the limits stipulated under Section 197 of the Act.

A copy of the draft letter of appointment as Non-Executive Independent Director setting out the terms and conditions is available for inspection by the Members on the website of the company at [www.indiacements.co.in](http://www.indiacements.co.in).

The Board accordingly recommends the Special Resolutions set out at Item No.6 of this Notice for approval of the members.

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

Dr. Vikas Balia is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Dr. Vikas Balia and his relatives are, in any way, concerned or interested in the said resolutions.

**Item No.7:**

**Appointment of Mrs. Sukanya Kripalu (DIN: 06994202) as an Independent Director:**

Based on the recommendation of the Nomination and Remuneration Committee and in terms of Section 161 of the Companies Act, 2013, Mrs. Sukanya Kripalu (DIN: 06994202) was co-opted as an Additional Director on the Company's Board with effect from 25.12.2024. She was also appointed as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years from 25.12.2024 to 24.12.2029, subject to the approval of the Shareholders.

Mrs. Sukanya Kripalu, graduate in Mathematics from St. Xavier's College and a postgraduate from the Indian Institute of Management, Calcutta, is a marketing consultant and an independent director across several boards. Her experience includes working with leading corporates like Nestle India Limited, Cadbury India Limited and Kellogg's India. She also led the development of several memorable advertising campaigns like the Cadbury Dairy Milk dancing girl - which was awarded the advertisement of the century. Her consulting at Quadra and thereafter, comprised business strategy, marketing, brand building and training for clients ranging from MNCs to Indian companies to PSUs.

Besides her core competencies in Marketing and Brand building, Mrs. Sukanya Kripalu possesses expertise and competencies in General Management, Human Resource Development, Innovation, technology & digitisation, Risk Management, Strategic expertise, Sustainability, Legal & Compliance and Corporate Governance.

Pursuant to Regulation 17(1C) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), the listed entity shall ensure that approval of shareholders for appointment or re-appointment of a person on the Board of Directors or as a manager is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Further, pursuant to Regulation 25(2A) of the Listing Regulations, the appointment, re-appointment or removal of an independent director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution. Hence, the approval of the shareholders is sought by means of special resolutions as set out in the Notice.

In the opinion of the Board, Mrs. Sukanya Kripalu fulfils the conditions for her appointment as Non-Executive Independent Director as specified in the Companies Act, 2013 (“Act”), the Rules made thereunder and the Listing Regulations. She is independent of the management. Considering her vast experience and qualifications, the Board is of the opinion that her appointment as a Non-Executive Independent Director is in the best interest of and beneficial to the Company

The Company has received a notice from a Member in terms of the provisions of Section 160 of the Act, proposing the appointment of Mrs. Sukanya Kripalu as a Non-Executive Independent Director of the Company.

Mrs. Sukanya Kripalu has consented to act as a Director of the Company, if appointed. She has submitted a declaration confirming that she is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has not been debarred or disqualified from being appointed as a Director of the Company by any order of the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority. The Company has received a declaration from her that she meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations. Further, she has confirmed that her name does not appear in the list of wilful defaulters issued by the Reserve Bank of India and that she is not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

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

Mrs. Sukanya Kripalu shall be paid remuneration by way of fees for attending meetings of the Board or Committees thereof or for any other purpose as may be decided by the Board besides reimbursement of expenses for participating in the Board and other meetings. Commission or other benefits in any manner, will also be considered within the limits stipulated under Section 197 of the Act.

A copy of the draft letter of appointment as Non-Executive Independent Director setting out the terms and conditions is available for inspection by the Members on the website of the Company at [www.indiacements.co.in](http://www.indiacements.co.in).

The Board accordingly recommends the Special Resolutions set out at Item No.7 of this Notice for approval of the members.

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

Mrs. Sukanya Kripalu is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel and their relatives other than Mrs. Sukanya Kripalu and her relatives are, in any way, concerned or interested in the said resolutions.

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

Place: Chennai  
Date: 21.01.2025

S. SRIDHARAN  
COMPANY SECRETARY