



# THE INDIA CEMENTS LIMITED

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

SH/SE/

10.05.2023

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

National Stock Exchange of India Ltd  
Exchange Plaza, 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.: Disclosure under Regulation 44 of SEBI (LODR) Regulations, 2015 - Results of Postal Ballot through Remote E-voting Process and Scrutinizer's Report**

This is further to our letter dated 06.04.2023 submitting the Postal Ballot Notice along with Explanatory Statement, seeking approval of the Members of the Company by way of Ordinary / Special resolution(s) in respect of the following items of business:

- Appointment of Sri.Siddhartha Mohanty (DIN: 08058830) as Director, subject to retirement by rotation (Ordinary Resolution);
- Reappointment of Smt.Lakshmi Aparna Sreekumar (DIN: 08196552), as Non-executive Independent Director of the Company to hold office for a second and final term of 5 consecutive years with effect from 11.08.2023 (Special Resolutions); and
- Reappointment of Smt.Sandhya Rajan (DIN: 08195886), as Non-executive Independent Director of the Company to hold office for a second and final term of 5 consecutive years with effect from 11.08.2023 (Special Resolutions).

In accordance with the provisions of Section 110 of the Companies Act, 2013, read with Rules made thereunder, the Company conducted the Postal Ballot by providing remote e-voting facility to the Members. The remote e-voting commenced at 9.00 A.M. (IST) on Monday, the 10<sup>th</sup> April, 2023 and ended at 5.00 P.M. (IST) on Tuesday, the 9<sup>th</sup> May, 2023.

The Board of Directors at its meeting held on 05.04.2023 appointed Mrs.P.R.Sudha, Company Secretary in Practice (Membership No.F6046, C.P.No.4468), as Scrutinizer to scrutinize the entire e-voting process and submit her Report. Mrs.P.R.Sudha has submitted her Report on 10.05.2023 (copy enclosed). In accordance with the said Report, the Members of the Company have approved the Ordinary / Special Resolutions as set out in the Postal Ballot Notice dated 05.04.2023 with requisite majority. The resolutions set out in the Postal Ballot Notice have been passed on 9<sup>th</sup> May 2023, i.e., the last date of e-voting.

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

- a. Date of the meeting/last day of receipt of postal ballot (e-voting) : 09.05.2023
- b. Total number of shareholders on Record Date : 1,95,349 (Record Date: 05.04.2023)
- c. Number of shareholders present in the meeting either in person or through proxy: N.A
- (i) Promoters and promoter group :
- (ii) Public :



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

www.indiacements.co.in  
investor@indiacements.co.in



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- d. No. of shareholders attended the meeting : N.A.  
through video conferencing  
(i) Promoters and promoter group  
(ii) Public

e. Agenda wise disclosure:

## 1. Appointment of Sri. Siddhartha Mohanty (DIN: 08058830) as a Director, liable to retire by rotation

Resolution required : Ordinary Resolution

Whether promoter / promoter group are interested in the agenda/ resolution? : No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled(6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	88056448	88056448	100.00	88056448	0	100.00	0.00
	Poll	NA	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	88056448	88056448	100.00	88056448	0	100.00	0.00
Public - Institutions	E-Voting	70487987	65642503	93.13	65188569	453934	99.31	0.69
	Poll	NA	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	70487987	65642503	93.13	65188569	453934	99.31	0.69
Public- Non Institutions	E-Voting	151352766	22813809	15.07	22796834	16975	99.93	0.07
	Poll	NA	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	151352766	22813809	15.07	22796834	16975	99.93	0.07
<b>Total</b>		<b>309897201</b>	<b>176512760</b>	<b>56.96</b>	<b>176041851</b>	<b>470909</b>	<b>99.73</b>	<b>0.27</b>

## 2. Reappointment of Smt. Lakshmi Aparna Sreekumar (DIN: 08196552) as an Independent Director of the Company

Resolution required : Special Resolution

Whether promoter / promoter group are interested in the agenda/ resolution? : No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled(6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	88056448	88056448	100.00	88056448	0	100.00	0.00
	Poll	NA	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	88056448	88056448	100.00	88056448	0	100.00	0.00
Public - Institutions	E-Voting	70487987	65642503	93.13	65184303	458200	99.30	0.70
	Poll	NA	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	70487987	65642503	93.13	65184303	458200	99.30	0.70

*S. Siddhartha Mohanty*



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Public-Non Institutions	E-Voting	151352766	22811787	15.07	22794087	17700	99.92	0.08
	Poll	NA	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	151352766	22811787	15.07	22794087	17700	99.92	0.08
<b>Total</b>		<b>309897201</b>	<b>176510738</b>	<b>56.96</b>	<b>176034838</b>	<b>475900</b>	<b>99.73</b>	<b>0.27</b>

### 3. Reappointment of Smt. Sandhya Rajan (DIN: 08195886) as an Independent Director of the Company

Resolution required : Special Resolution

Whether promoter / promoter group are interested in the agenda/ resolution? : No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled(6)=[(4)/(2)]*100	% of Votes against on votes polled (7) = [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	88056448	88056448	100.00	88056448	0	100.00	0.00
	Poll	NA	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	88056448	88056448	100.00	88056448	0	100.00	0.00
Public - Institutions	E-Voting	70487987	65642503	93.13	61059380	4583123	93.02	6.98
	Poll	NA	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	70487987	65642503	93.13	61059380	4583123	93.02	6.98
Public- Non Institutions	E-Voting	151352766	22811642	15.07	22794657	16985	99.93	0.074
	Poll	NA	0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	151352766	22811642	15.07	22794657	16985	99.93	0.07
<b>Total</b>		<b>309897201</b>	<b>176510593</b>	<b>56.96</b>	<b>171910485</b>	<b>4600108</b>	<b>97.39</b>	<b>2.61</b>

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

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

Thanking you,

Yours faithfully,  
for THE INDIA CEMENTS LIMITED

COMPANY SECRETARY

Encl.: As above

10.05.2023

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

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

To

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

Dear Sir,

**Sub: Scrutinizer's Report on the Postal Ballot process conducted through remote e-voting pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, in respect of passing of the resolutions contained in the Postal Ballot Notice dated 05<sup>th</sup> April 2023**

The Postal Ballot Notice along with Explanatory Statement, seeking the approval of the Members of The India Cements Limited by way of Ordinary / Special resolution(s) in respect of the following items of business were sent only by email to those Members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories, on the cut-off date i.e., 05<sup>th</sup> April 2023.

**ORDINARY RESOLUTION:**

1. Appointment of Sri.Siddhartha Mohanty (DIN: 08058830) as Director, subject to retirement by rotation;

**SPECIAL RESOLUTION:**

2. Reappointment of Smt.Lakshmi Aparna Sreekumar (DIN: 08196552), as Non-executive Independent Director of the Company to hold office for a second and final term of 5 consecutive years with effect from 11.08.2023; and
3. Reappointment of Smt.Sandhya Rajan (DIN: 08195886), as Non-executive Independent Director of the Company to hold office for a second and final term of 5 consecutive years with effect from 11.08.2023.



I, P.R.Sudha, a Company Secretary in Practice have been appointed as Scrutinizer by the Board of Directors of The India Cements Limited (the Company), having its Registered Office at 'Dhun Building', 827, Anna Salai, Chennai - 600 002, for the purpose of scrutinizing the Postal Ballot voting conducted by way of e-voting process ("e-voting") in a fair and transparent manner in respect of the resolutions contained in the postal ballot notice dated 5th April 2023 ("Notice") issued pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") , Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India and the General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022 and 11/2022 dated 8th April 2020, 13th April 2020, 15th June 2020, 28th September 2020, 31st December 2020, 23rd June 2021, 8th December 2021, 5th May 2022, and 28th December 2022 respectively issued by Ministry of Corporate Affairs, Government of India ("collectively referred to as "MCA Circulars"), allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means ("e-voting") only.

Further, pursuant to Regulation 17(1C) of the Securities Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of shareholders for appointment of a person on the Board of Directors is taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

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

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

### **Responsibility of the Management**

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

### **Responsibility as a Scrutinizer**

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



**I submit my report as under:**

1. As per the MCA Circulars, the Postal Ballot Notice were sent only by e-mail to those Members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories, on the cut-off date i.e., 05<sup>th</sup> April 2023.
2. The Notice of the Postal Ballot was also available on the Company's website [www.indiacements.co.in](http://www.indiacements.co.in), websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and on the website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope were not sent to members for this Postal Ballot.
3. The Company has availed the e-voting facility offered by National Securities Depository Limited (**NSDL**) for providing to its members the facility to cast their vote through electronic means.
4. The remote e-voting period commenced on 10.04.2023 at 9:00 A.M. (IST) and ended on 09.05.2023 at 5:00 P.M. (IST). The remote e-voting module had been disabled by NSDL for voting thereafter.
5. An advertisement regarding notice of Postal Ballot/E-Voting was published in Business Line and Business Standard, English News Paper and Dinamani, Tamil News Paper on 7.4.2023.
6. The shareholders have cast their votes through e-voting provided by NSDL.
7. All the votes cast up to 5:00 PM on 09<sup>th</sup> May 2023, being the last date and time fixed by the Company for remote e-voting, were considered for my scrutiny.
8. The votes were unblocked by me after the conclusion of e voting period on 09<sup>th</sup> May 2023, in the presence of two witnesses, Ms M K Sangeetha and Ms. V Revathy, who are not in the employment of the Company.
9. Thereafter, the details containing the list of Members who voted "in favour" or "against" on the resolutions were generated from the e-voting website of NSDL. Based on the report generated and relied upon by me, data on the e-voting was scrutinized.
10. The report on results of the remote e-voting for postal ballot process is as under:



**Resolution No: 1**

**Nature of resolution: Ordinary Resolution**

**Appointment of Sri.Siddhartha Mohanty (DIN No: 08058830) as a Director, liable to retire by rotation**

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	902	176041851	99.73

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	56	470909	0.27

Total Votes	958	176512760	100
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(iii) INVALID VOTES

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



**Resolution No: 2**

**Nature of resolution: Special Resolution**

**Reappointment of Smt.Lakshmi Aparna Sreekumar (DIN No: 08196552) as an Independent Director of the Company**

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	888	176034838	99.73

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	62	475900	0.27

Total Votes	950	176510738	100
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(iii) INVALID VOTES

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





**Resolution No: 3**

**Nature of resolution: Special Resolution**

**Reappointment of Smt.Sandhya Rajan (DIN No: 08195886) as an Independent Director of the Company**

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	877	171910485	97.39

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	75	4600108	2.61

Total Votes	952	176510593	100
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(iii) INVALID VOTES

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

*PR Sudha*



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

Thanking You,

Yours faithfully,



**P R SUDHA**  
Practicing Company Secretary  
FCS: 6046 CP No: 4468  
UDIN No: F006046E000280848

For THE INDIA CEMENTS LIMITED

**N. SRINIVASAN**  
VICE CHAIRMAN & MANAGING DIRECTOR

DIN: 00116726