



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

23.12.2023

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

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

Dear Sirs,

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

This is further to our letter dated 20.11.2023 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.V.M.Mohan (DIN: 00921760) as Non-Executive Non-Independent Director of the Company, subject to retirement by rotation (Ordinary Resolution);
- Appointment of Sri.Krishna Srivastava (DIN: 03159151), as Non-Executive Independent Director of the Company to hold office for the first term of 3 consecutive years with effect from 01.11.2023 (Special Resolutions);
- Reappointment of Sri.Krishnan Skandan (DIN: 01945013), as Non-Executive Independent Director of the Company to hold office for a second and final term of 3 consecutive years with effect from 27.01.2024 (Special Resolutions); and
- Reappointment of Sri.Sanjay Shantilal Patel (DIN: 00283429), as Non-Executive Independent Director of the Company to hold office for a second and final term of 3 consecutive years with effect from 03.04.2024 (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 Thursday, the 23rd November, 2023 and ended at 5.00 P.M.(IST) on Friday, the 22nd December, 2023.

The Board of Directors at its meeting held on 01.11.2023 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 22.12.2023 (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 01.11.2023 with requisite majority. The resolutions set out in the Postal Ballot Notice have been passed on 22.12.2023, i.e., the last date of e-voting.

S. Sudhan





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

- a) Date of the meeting/last day of receipt of postal ballot (e-voting) : 22.12.2023
- b) Total number of shareholders on Record Date : 203394 (Record Date:17.11.2023)
- c) Number of shareholders present in the meeting : N.A
either in person or through proxy
Promoters and promoter group : --
Public : --
- d) No. of shareholders attended the meeting through video conferencing : N.A
Promoters and promoter group : --
Public : --
- e) Agenda wise disclosure :

1. **Appointment of Sri.V.M.Mohan (DIN: 00921760) as a Director, subject to retirement 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	88074448	88074448	100.00	88074448	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		88074448	88074448	100.00	88074448	0	100.00
Public - Institutions	E-Voting	67561195	62807067	92.96	62376914	430153	99.32	0.68
	Poll							
	Postal Ballot (if applicable)							
	Total		67561195	62807067	92.96	62376914	430153	99.32
Public- Non-Institutions	E-Voting	154261558	19677318	12.76	19595089	82229	99.58	0.42
	Poll							
	Postal Ballot (if applicable)							
	Total		154261558	19677318	12.76	19595089	82229	99.58
Total		309897201	170558833	55.04	170046451	512382	99.70	0.30

S. Sridharan





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2. **Appointment of Sri.Krishna Srivastava (DIN: 03159151), as an Independent Director of the Company**

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

Category	Mode of Voting	No. of shares held. (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	88074448	88074448	100.00	88074448	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		88074448	88074448	100.00	88074448	0	100.00
Public - Institutions	E-Voting	67561195	62807070	92.96	62807070	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		67561195	62807070	92.96	62807070	0	100.00
Public- Non-Institutions	E-Voting	154261558	19676772	12.76	19637936	38836	99.80	0.20
	Poll							
	Postal Ballot (if applicable)							
	Total		154261558	19676772	12.76	19637936	38836	99.80
Total		309897201	170558290	55.04	170519454	38836	99.98	0.02

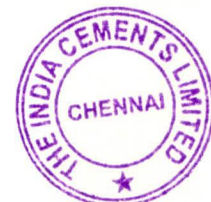
3. **Reappointment of Sri.Krishnan Skandan (DIN: 01945013), as an Independent Director of the Company**

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

Category	Mode of Voting	No. of shares held. (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	88074448	88074448	100.00	88074448	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		88074448	88074448	100.00	88074448	0	100.00
Public - Institutions	E-Voting	67561195	62807070	92.96	62543170	263900	99.58	0.42
	Poll							
	Postal Ballot (if applicable)							
	Total		67561195	62807070	92.96	62543170	263900	99.58
Public- Non-Institutions	E-Voting	154261558	19676177	12.76	19587930	88247	99.55	0.45
	Poll							
	Postal Ballot (if applicable)							
	Total		154261558	19676177	12.76	19587930	88247	99.55
Total		309897201	170557695	55.04	170205548	352147	99.79	0.21

3

S. Skandan





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4. **Reappointment of Sri.Sanjay Shantilal Patel (DIN: 00283429), as an Independent Director of the Company**

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

Category	Mode of Voting	No. of shares held. (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3) = [(2)/(1)] *100	No. of Votes - in favour (4)	No. of Votes - Against (5)	% of Votes in favour on votes polled (6) = [(4)/(2)] *100	% of votes against on votes polled (7) = [(5)/(2)] *100
Promoter and Promoter Group	E-Voting	88074448	88074448	100.00	88074448	0	100.00	0.00
	Poll							
	Postal Ballot (if applicable)							
	Total		88074448	88074448	100.00	88074448	0	100.00
Public - Institutions	E-Voting	67561195	62807070	92.96	62140138	666932	98.94	1.06
	Poll							
	Postal Ballot (if applicable)							
	Total		67561195	62807070	92.96	62140138	666932	98.94
Public- Non-Institutions	E-Voting	154261558	19676020	12.75	19592041	83979	99.57	0.43
	Poll							
	Postal Ballot (if applicable)							
	Total		154261558	19676020	12.75	19592041	83979	99.57
Total		309897201	170557538	55.04	169806627	750911	99.56	0.44

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.

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

Thanking you,

Yours faithfully,
for THE INDIA CEMENTS LIMITED

COMPANY SECRETARY

Encl.: As above

P R SUDHA

COMPANY SECRETARY

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

22.12.2023

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

[Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with 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 1st November 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., 17th November 2023:



ORDINARY RESOLUTION:

1. Appointment of Sri. V. M. Mohan (DIN: 00921760) as a Director of the Company, liable to retire by rotation;

SPECIAL RESOLUTIONS:

2. Appointment of Sri.Krishna Srivastava (DIN: 03159151) as a Non-Executive Independent Director of the Company to hold office for a term of 3 (three) consecutive years from 01.11.2023 to 31.10.2026;
3. Reappointment of Sri. Krishnan Skandan (DIN: 01945013) as a Non-Executive Independent Director of the Company to hold office for a second and final term of 3 (three) consecutive years from 27.01.2024 to 26.01.2027 and
4. Reappointment of Sri.Sanjay Shantilal Patel (DIN: 00283429) as a Non-Executive Independent Director of the Company to hold office for a second and final term of 3 (three) consecutive years from 03.04.2024 to 02.04.2027.

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 1st November 2023 ("Notice") issued pursuant to Sections 108 and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (SS-2) and the General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022 and 09/2023 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 respectively issued by Ministry of Corporate Affairs, Government of India ("collectively referred to as "MCA Circulars"), allowing the companies to hold general meetings/conduct the Postal Ballot process through electronic means ("e-voting") only.

Further, pursuant to Regulation 17(1C) of the Listing Regulations, approval of members for appointment of Director is required to be taken at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.



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

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.

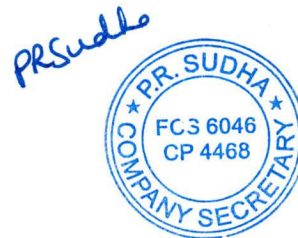
I submit my report as under:

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., 17th November 2023.
2. The Notice of the Postal Ballot was also available on the Company's website www.indiacements.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL i.e. www.evoting.nsd.com. Physical copies of the Notice along with Postal Ballot Form



and pre-paid business reply envelope were not sent to members for this Postal Ballot.

3. The Company has availed the e-voting facility offered by **NSDL** for providing to its members the facility to cast their vote through electronic means.
4. The remote e-voting period commenced on 23.11.2023 at 9:00 A.M. (IST) and ended on 22.12.2023 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 21.11.2023.
6. The shareholders have cast their votes through e-voting provided by NSDL.
7. All the votes cast up to 5:00 PM (IST) on 22nd December, 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 22nd December 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.V.M.Mohan (DIN: 00921760) as a Director of the Company, liable to retire by rotation

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	982	170046451	99.70

(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	67	512382	0.30

Total Votes	1049	170558833	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

Appointment of Sri. Krishna Srivastava (DIN: 03159151) 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	981	170519454	99.98

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	58	38836	0.02

Total Votes	1039	170558290	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 Sri. Krishnan Skandan (DIN: 01945013) 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	959	170205548	99.79

(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	74	352147	0.21

Total Votes	1033	170557695	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: 4

Nature of resolution: Special Resolution

Reappointment of Sri. Sanjay Shantilal Patel (DIN: 00283429) 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	957	169806627	99.56

(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	74	750911	0.44

Total Votes	1031	170557538	100
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(iii) INVALID VOTES

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



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

Thanking You,

Yours faithfully,

PR Sudha



P R SUDHA
Practicing Company Secretary
FCS: 6046 CP No: 4468
UDIN No: F006046E003017516

For THE INDIA CEMENTS LIMITED

N. Srinivasan

N. SRINIVASAN
VICE CHAIRMAN & MANAGING DIRECTOR
DIN: 00116726