



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/

06.04.2023

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

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

Scrip Code: INDIACEM

Dear Sirs,

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

Pursuant to Regulation 30 of Listing Regulations, we enclose herewith a copy of the Notice of Postal Ballot ('Notice') of the Company dated 5th April, 2023, along with the Explanatory Statement in accordance with the provisions of the Companies Act, 2013 read with the Listing Regulations, 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;
- 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
- 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.

The remote e-voting will commence on 10th April, 2023 (9.00 a.m. IST) and will end on 9th May, 2023 (5.00 p.m. IST). The remote e-voting module shall be disabled at 5.00 p.m. (IST) on 9th May, 2023 and the members will not be allowed to vote thereafter. The results of the Postal Ballot will be announced on or before 11.05.2023.

In accordance with the applicable laws and Circulars issued by Ministry of Corporate Affairs, the Notice is being sent in electronic mode only to those members whose names appeared in the Register of Members / List of Beneficial Owners maintained by the Company / Depositories / RTA respectively on 5th April 2023 (cut-off date) and are eligible for the purpose of remote e-voting.

The said Notice is also being made available on the website of the Company i.e. www.indiacements.co.in and on the website of NSDL at www.evoting.nsdl.com.

Kindly take the above information on your records.

Thanking you,

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

COMPANY SECRETARY

Encl.: As above





THE INDIA CEMENTS LIMITED

CIN: L26942TN1946PLC000931

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

Corporate Office: 'Coromandel Towers', 93, Santhome High Road,
Karpagam Avenue, R.A.Puram, Chennai – 600 028.

Website: www.indiacements.co.in E-Mail Id: investor@indiacements.co.in

Phone: 044-28521526 / 28572100 / 400 Fax: 044-28517198

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014).

E-voting Starts on	E-voting Ends on
Monday, 10th April 2023 at 09.00 AM IST	Tuesday, 9th May 2023 at 05.00 PM IST

To

The Members

Notice is hereby given to the shareholders of The India Cements Limited ("the Company") pursuant to the provisions of Sections 110 and 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), 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 ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations") and pursuant to other applicable laws and regulations, read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India that the Resolutions as set out hereunder are proposed to be passed by the shareholders as Ordinary/Special Resolutions through Postal Ballot only by way of voting through electronic means ("Remote E-voting").

The Explanatory Statement, pursuant to Sections 102 and 110 and other applicable provisions, if any, of the Act, read with Rules framed thereunder, pertaining to the proposed Resolutions setting out the material facts concerning each Resolutions are annexed hereto.

The shareholders shall exercise their right to vote on the matters included in the Notice of Postal Ballot by electronic means i.e., through e-voting services provided by National Securities Depository Limited ("NSDL"). The e-voting period commences on Monday, 10.04.2023, at 9.00 A.M. IST and ends on Tuesday, 09.05.2023, at 5.00 P.M. IST. The Shareholders are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 P.M. IST on Tuesday, 09.05.2023. Remote e-voting will be blocked by NSDL immediately thereafter and will not be allowed beyond the said date and time.

SPECIAL BUSINESS:

1. Appointment of Sri.Siddhartha Mohanty as a Director, liable to retire by rotation

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

“RESOLVED THAT Sri.Siddhartha Mohanty (DIN: 08058830) be and is hereby appointed as a Director of the Company, subject to retirement by rotation.”

2. Reappointment of Smt.Lakshmi Aparna Sreekumar as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulations 16(1)(b), 25(2A) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Smt.Lakshmi Aparna Sreekumar (DIN: 08196552), a Non-executive Independent Director of the Company, whose first term of office as an Independent Director of the Company concludes on 10.08.2023 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for a second and final term of 5 (five) consecutive years from 11.08.2023 to 10.08.2028 and that she shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, including its Committee thereof, be and is hereby authorised to do all such act(s), deed(s), matter(s) and thing(s), as may be necessary, proper, expedient and desirable for the purpose of giving effect to the above resolution.”

3. Reappointment of Smt.Sandhya Rajan as an Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulations 16(1)(b), 25(2A) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Smt. Sandhya Rajan (DIN: 08195886), a Non-executive Independent Director of the Company, whose first term of office as an Independent Director of the Company concludes on 10.08.2023 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and in respect of whom the

Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for a second and final term of 5 (five) consecutive years from 11.08.2023 to 10.08.2028 and that she shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, including its Committee thereof, be and is hereby authorised to do all such act(s), deed(s), matter(s) and thing(s), as may be necessary, proper, expedient and desirable for the purpose of giving effect to the above resolution.”

NOTES:

- 1 Explanatory Statement is annexed to the Postal Ballot Notice of the Company as required by Sections 102 and 110 of the Companies Act, 2013 and Secretarial Standards issued by The Institute of Company Secretaries of India in respect of Items No.1 to 3.
- 2 Details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment/reappointment are annexed hereto for Items No.1 to 3 of the Postal Ballot Notice of the Company.
- 3 As per the MCA Circulars, the Postal Ballot Notice are being sent only by e-mail to those Members who have registered their e-mail 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. Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. Members may note that the Notice of the Postal Ballot is also available on the Company's website www.indiacements.co.in, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of NSDL i.e. www.evoting.nsdl.com.

Members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with (i) the Depository Participant(s), if the shares are held in electronic form and (ii) with the Company / Registrar & Share Transfer Agent (RTA) of the Company, if the shares are held in physical form.

- 4 The relevant documents referred to in the Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available on the Company's website i.e. www.indiacements.co.in for inspection by the Members until the last date of e-voting. All documents referred to in the Notice and the Explanatory Statement will also be available for inspection by the members at the Registered Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on any working day upto the last date of e-voting.
- 5 The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 05.04.2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, being 05.04.2023. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
- 6 The remote e-voting period commences on 10.04.2023 at 9:00 A.M. (IST) and ends on 09.05.2023 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter.

- 7 The vote in this Postal Ballot cannot be exercised through proxy.
- 8 Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- 9 National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-voting. The procedure for remote e-voting, is explained in Note No.16 below and is also available on the website of the Company at www.indiacements.co.in.
- 10 Smt.P.R.Sudha, Company Secretary in Practice (Membership No.F6046, C.P.No.4468), has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- 11 The Scrutinizer shall immediately after the conclusion of e-voting, first download and thereafter unblock the votes cast through remote e-voting and shall submit, not later than two working days from the conclusion of the e-voting i.e. 09.05.2023, a scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting on or before 11.05.2023 at 05.30 P.M. IST.
- 12 The Results declared along with the report of the Scrutinizer shall be placed on the Company's website at www.indiacements.co.in and on the website of NSDL at www.evoting.nsd.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. 09.05.2023, in terms of the Secretarial Standard on General Meeting (SS-2) issued by the Institute of Company Secretaries of India. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.
- 14 Under the provisions of Section 72 of the Companies Act, 2013 and SEBI Circulars dated 3rd November, 2021 and 16th March 2023, shareholder(s) is / are entitled to nominate in the prescribed manner, a person to whom his / her / their shares in the Company, shall vest after his / her / their lifetime. Members who are holding shares in physical form and are interested in availing this nomination facility may submit nomination in the prescribed Form SH-13 with the Company / RTA and any member who desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be, to the Company / RTA. The said forms are available at the Company's website at www.indiacements.co.in. In respect of shares held in dematerialized form, members may submit their nomination forms with their respective Depository Participants
- 15 SEBI has mandated submission of PAN, KYC and nomination details by holders of physical securities by 30th September, 2023 and linking PAN with Aadhaar by 30th June, 2023 vide its Circulars dated 3rd November, 2021, 14th December, 2021, 16th March 2023 and 28th March, 2023. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA. The forms for updating the same are available at the Company's website at www.indiacements.co.in. Members holding shares in electronic form are requested to submit the said details to their depository participant(s).

The folios of holders of physical securities, wherein any one of the aforesaid document / details are not available on or after 1st October, 2023, shall be frozen by our Registrar and Share Transfer Agent (RTA).

The securities in the frozen folios shall be:

- a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid.
- b) eligible for any payment including dividend, interest or redemption payment only through electronic mode and an intimation from the RTA to the holder that the aforesaid payment is due and shall be made electronically upon complying with the aforesaid requirements.
- c) referred by the RTA / the Company to the administering authority under the Benami Transactions (Prohibitions) Act, 1988 and or Prevention of Money Laundering Act, 2002, if they continue to remain frozen as on December 31, 2025.

16 Electronic Voting (e-Voting):

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING FOR POSTAL BALLOT

How do I vote electronically using NSDL e-Voting system?

The procedure to vote electronically on NSDL e-voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
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Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “ Beneficial Owner ” icon under “ Login ” which is available under ‘ IDeAS ’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “ Access to e-Voting ” under e-Voting services and you will be able to see e-voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
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2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>

3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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



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 and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login of Easi / Easiest the user will be also 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 e-voting 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 and click on login & New System Myeasi Tab and then click on registration option.

- 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 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.co.in or call at 1800 1020 990 and 1800 22 44 30.
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33.

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 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, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company. For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

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

Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is active.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sudha.pr2@gmail.com or sudha_pr@yahoo.com with a copy marked to evoting@nsdl.co.in. 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 1800 1020 990 /1800 224 430 or send a request to **Ms.Pallavi Mhatre, Senior Manager** at evoting@nsdl.co.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Company at investor@indiacements.co.in or to the RTA at corpserv@integratedindia.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to the Company at investor@indiacements.co.in or to the RTA at corpserv@integratedindia.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

In terms of SEBI circular dated 9th December, 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

Place : Chennai
Date : 05.04.2023

(By order of the Board)
for THE INDIA CEMENTS LIMITED
S.SRIDHARAN
COMPANY SECRETARY

PURSUANT TO REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / REAPPOINTED, VIDE ITEMS NO. 1 TO 3 OF THE POSTAL BALLOT NOTICE

1	Name of the Director	:	Sri.Siddhartha Mohanty
	Director Identification Number (DIN)	:	08058830
	Date of Birth & Age	:	08.06.1963 & 59 years
	Date of appointment on the Board as Director	:	23.03.2023
	Category of Directorship	:	Nominee Director, LIC of India
	Date of last reappointment as Director	:	Not applicable
	Remuneration	:	Sitting fee for attending the Board meeting will be paid in favour of LIC of India. No remuneration other than sitting fee is proposed to be paid.
	Expertise in specific functional areas	:	Sri.Siddhartha Mohanty has served as CEO in LIC Housing Finance Limited (LICHFL), Executive Director (Legal), Chief (Investments-Monitoring & Accounting), Regional Head of a marketing vertical of LIC's Western Zone spanning the states of Maharashtra, Gujarat and Goa, Sr. Divisional Manager in few divisions etc.
	Qualification	:	M.A., LLB, Post Graduate Certificate in Business Management, Licentiate.
	Brief Profile / Experience	:	Sri.Siddhartha Mohanty joined LIC of India as Direct Recruit Officer and worked in different capacities and presently, he is the Managing Director & In-Charge of LIC of India. He has worked to close to 37 years in LIC in all major streams that included Marketing, HR, Investments, Customer Relationship Management, Legal, Audit, Corporate Planning, Inspection, Estates, Marketing Channel besides heading LICHFL. He has a broad understanding of the landscapes of the insurance industry which helped him design unique strategies.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	Nil
	List of outside Directorships held in Listed/ Public Companies	:	<u>Listed:</u> LIC of India Mahindra & Mahindra Financial Services Limited <u>Unlisted:</u> LIC Pension Fund Limited LIC Card Services Limited <u>Others:</u> Life Insurance Corporation (International) BSC(C)
	Chairman / Member of the Committees of Board of Directors of the Company	:	Nil
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	:	LIC of India: Stakeholders Relationship Committee – Member LIC (International) BSC(C): Audit Committee - Member
	Relationships between directors inter-se	:	Nil
	Relationship with Key Managerial Personnel	:	Nil
	Listed entities from which the Directors has resigned in the past 3 years.	:	Kesoram Industries Limited LIC Housing Finance Limited
	Information as required pursuant to BSE Circular No.LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd. Circular No.NSE/CML/2018/24, both dated 20 th June, 2018.	:	Sri.Siddhartha Mohanty is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority.

2	Name of the Director	:	Smt.Lakshmi Aparna Sreekumar
	Director Identification Number (DIN)	:	08196552
	Date of Birth & Age	:	22.06.1973 & 49 Years
	Date of appointment on the Board as Director	:	11.08.2018
	Category of Directorship	:	Independent, Non-Executive Director
	Date of last reappointment as Director	:	Not Applicable
	Term of appointment	:	Second term for 5 (five) years from 11.08.2023.
	Remuneration	:	Sitting fee paid for attending the Board and its Committee meetings during the year 2022-23 was Rs.7.40 lakhs. No remuneration other than sitting fee is proposed to be paid to the Independent Director.
	No. of Board Meetings during 2022-23	:	Held: 09 Attended: 09
	Expertise in specific functional areas	:	Management and Administration
	Qualification	:	Masters Degree in Nutrition
	Brief Profile / Experience	:	Smt.Lakshmi Aparna Sreekumar is an Entrepreneur, Writer and served as a Lecturer in a cultural academy. Besides her business, she actively engages herself in CSR activities including health care, counselling and nutrition. She is an Independent Director on the Company's Board and her first term of office would conclude on 10.08.2023.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	Nil
	List of outside Directorships held in Listed/ Public Companies	:	Listed: 1.India Cements Capital Limited Unlisted: 1. Coromandel Travels Limited 2. India Cements Infrastructures Limited 3. India Cements Investment Services Limited
	Chairman / Member of the Committees of Board of Directors of the Company	:	Stakeholders Relationship Committee – Chairperson
	Chairman / Member of the Committees of Board of Directors of other Companies in which she is a Director	:	1. Coromandel Travels Limited: Audit Committee – Member 2. India Cements Capital Limited: Audit Committee – Chairperson Stakeholders Relationship Committee – Chairperson 3. India Cements Infrastructures Limited: Audit Committee – Member
	Relationships between directors inter-se	:	Nil
	Relationship with Key Managerial Personnel	:	Nil
	Listed entities from which the Directors has resigned in the past 3 years.	:	Nil
	Information as required pursuant to BSE Circular No.LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd. Circular No.NSE/CML/2018/24, both dated 20 th June, 2018.	:	Smt.Lakshmi Aparna Sreekumar is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority.

3	Name of the Director	:	Smt. Sandhya Rajan
	Director Identification Number (DIN)	:	08195886
	Date of Birth & Age	:	18.04.1973 & 49 Years
	Date of appointment on the Board as Director	:	11.08.2018
	Category of Directorship	:	Independent, Non-Executive Director
	Date of last reappointment as Director	:	Not Applicable
	Term of appointment	:	Second term for 5 (five) years from 11.08.2023
	Remuneration	:	Sitting fee paid for attending the Board and its Committee meetings during the year 2022-23 was Rs.7.50 Lakhs. No remuneration other than sitting fee is proposed to be paid to the Independent Director.
	No. of Board Meetings during 2022-23	:	Held: 09 Attended: 09
	Expertise in specific functional areas	:	Management and Administration
	Qualification	:	Masters Degree in Bio-Chemistry
	Brief Profile / Experience	:	Smt.Sandhya Rajan is an Entrepreneur and served in various organisations, including Research Departments. She is a co-founder of a Sports Academy and managing a Trust catering sports education to the children. She is an Independent Director on the Company's Board and her first term of office would conclude on 10.08.2023.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	Nil
	List of outside Directorships held in Listed/ Public Companies	:	Listed: 1. India Cements Capital Limited Unlisted: 1. Coromandel Travels Limited 2. Easyaccess Financial Services Limited
	Chairman / Member of the Committees of Board of Directors of the Company	:	Audit Committee – Member
	Chairman / Member of the Committees of Board of Directors of other Companies in which she is a Director	:	Audit Committee – Member 1. Coromandel Travels Limited 2. Easyaccess Financial Services Limited 3. India Cements Capital Limited
	Relationships between directors inter-se	:	Nil
	Relationship with Key Managerial Personnel	:	Nil
	Listed entities from which the Directors has resigned in the past 3 years.	:	Nil
	Information as required pursuant to BSE Circular No.LIST/COMP/14/2018-19 and the National Stock Exchange of India Ltd. Circular No.NSE/CML/2018/24, both dated 20 th June, 2018.	:	Smt.Sandhya Rajan is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority.

EXPLANATORY STATEMENT PURSUANT TO SECTIONS 102 AND 110 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE POSTAL BALLOT

Item No. 1

The Board of Directors at its meeting held on 23rd March, 2023 appointed Sri.Siddhartha Mohanty (DIN: 08058830) as a Nominee Director representing Life Insurance Corporation of India in the casual vacancy caused by withdrawal of nomination of Smt.Nalini Murari Ratnam (DIN: 07884044) and he will hold office upto the date of ensuing Annual General Meeting of the Company.

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

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

Considering Sri.Siddhartha Mohanty's profile, qualification, acumen, experience and expertise in his functional areas, the Nomination and Remuneration Committee has recommended to the Board of Directors his appointment as a Director liable to retire by rotation and the Board approved the same. The Board considers that the appointment of Sri.Siddhartha Mohanty as a Director, as aforesaid, would be in the best interests of the Company and hence, recommends the Ordinary Resolution as set out in Item No.1 of the Postal Ballot Notice for approval of Members.

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

Interest of Directors and Key Managerial personnel:

None of the Directors except Sri.Siddhartha Mohanty and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No. 2

Smt.Lakshmi Aparna Sreekumar (DIN: 08196552) was appointed as an Independent Director of the Company for a period of five consecutive years with effect from 11th August, 2018 to 10th August, 2023 and she will hold office as an Independent Director upto 10th August, 2023.

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.

Smt.Lakshmi Aparna Sreekumar is eligible for reappointment as an Independent Director in terms of Section 149(4) and has consented to act as a Director in terms of Section 152 of the Act and confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act. She has also given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and that 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.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Smt.Lakshmi Aparna Sreekumar is proposed to be reappointed as an Independent Director of the Company for the second and final term of 5 (five) consecutive years with effect from 11th August, 2023.

Smt.Lakshmi Aparna Sreekumar, hailing from an entrepreneurial family with business interests in Shipping, Logistics and Textile Retail, has been trained and mentored in all aspects of business, management and administration. She has served as a Lecturer at cultural academy and actively involves in several women's welfare, enrichment and empowerment activities. Besides managing an orthopaedic speciality establishment, she actively engages herself in various CSR activities including health care, counselling and nutrition. She has also played an active part in volunteering for organisations involved in Social Work.

Based on the performance evaluation, the Nomination and Remuneration Committee (NRC), after considering "The skills, expertise and competencies required for the Board" to function effectively in conduct of business, ascertained and concluded that Smt.Lakshmi Aparna Sreekumar continues to possess the required skills and capabilities to function effectively as an Independent Director and collectively as the Board of the Company. After considering her profile, experience, skills, competencies, other details of Smt.Lakshmi Aparna Sreekumar and the contribution made by her during her tenure in the first term of office as an Independent Director, NRC has recommended to the Board of Directors her reappointment as Independent Director for the aforesaid term and the Board, after evaluating her performance and attributes, approved the same.

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

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

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

Interest of Directors and Key Managerial Personnel:

None of the Directors except Smt.Lakshmi Aparna Sreekumar and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No.3

Smt.Sandhya Rajan (DIN: 08195886) was appointed as an Independent Director of the Company for a period of five consecutive years with effect from 11th August, 2018 to 10th August, 2023 and she will hold office as an Independent Director upto 10th August, 2023.

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.

Smt.Sandhya Rajan is eligible for reappointment as an Independent Director in terms of Section 149(4) and has consented to act as a Director in terms of Section 152 of the Act and confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act. She has also given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and that 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.

In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Smt.Sandhya Rajan is proposed to be reappointed as an Independent Director of the Company for the second and final term of 5 (five) consecutive years with effect from 11th August, 2023.

Smt.Sandhya Rajan is a successful entrepreneur and a co-founder of Great Goals, a sports academy. Earlier, she was associated in the Research and Development Wing of NutraSweet and Incyte Genomics. On the social front, she is instrumental in creating and managing a Trust that provides sports education to the children. Besides her business knowledge and expertise in management and administration, she actively involves herself in various philanthropic and social welfare activities, mainly to support the needy in education, skill development, self-employment, sports, games, etc. She has also played an active part in sponsoring various sports initiatives.

Based on the performance evaluation, the Nomination and Remuneration Committee (NRC), after considering "The skills, expertise and competencies required for the Board" to function effectively in conduct of business, ascertained and concluded that Smt.Sandhya Rajan continues to possess the required skills and capabilities to function effectively as an

Independent Director and collectively as the Board of the Company. After considering her profile, experience, skills, competencies, other details of Smt.Sandhya Rajan and the contribution made by her during her tenure in the first term of office as an Independent Director, NRC has recommended to the Board of Directors her reappointment as Independent Director for the aforesaid term and the Board, after evaluating her performance and attributes, approved the same.

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

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

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

Interest of Directors and Key Managerial Personnel:

None of the Directors except Smt.Sandhya Rajan and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Place : Chennai
Date : 05.04.2023

(By order of the Board)
for THE INDIA CEMENTS LIMITED
S.SRIDHARAN
COMPANY SECRETARY