



India Cements Capital Limited

Regd. & Corp. Office : Dhun Building,

827, Anna Salai, Chennai 600 002

T 2857 2600 / 2841 4503 F 2841 4583 www.iccaps.com

Corporate Identity No. : L65191TN1985PLC012362

ICCL/

03.08.2016

BSE Limited
Corporate Relationship Department
1st Floor, New Trading Ring, Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI 400 001.

SCRIP CODE : 511355

Dear Sir(s)/Madam,

Sub.: Annual Report 2016 – Thirtieth Annual General Meeting

As per Regulation-30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith a notice convening the Thirtieth Annual General Meeting of the Company to be held at 4.00 P.M. on Monday, the 29th August, 2016, at "Sathguru Gnanananda Hall", Narada Gana Sabha (Mini Hall), No.314, T.T.K. Road, Chennai 600 018.

Thanking you,

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

E. Jayash

COMPANY SECRETARY

Encl.: As above



India Cements Capital Limited

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

CIN : L65191TN1985PLC012362

E-mail ID : secr@iccaps.com Website: www.iccaps.com

Tel: 044-28572600 Fax: 044-28414583

NOTICE TO MEMBERS

NOTICE is hereby given that the Thirtieth Annual General Meeting of the Members of India Cements Capital Limited will be held at 4.00 P.M on Monday, the 29th August, 2016 at Sathguru Gnanananda Hall (Narada Gana Sabha) (Mini Hall), No.314, T.T.K. Road, Alwarpet, Chennai 600018 to transact the following business:

ORDINARY BUSINESS:

1. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:
“RESOLVED THAT the audited Balance Sheet as at 31st March 2016, Statement of Profit and Loss for the year ended 31st March 2016 together with related notes annexed thereto, Cash Flow Statement for the year ended 31st March 2016, the Auditors' Report thereon and the Directors' Report for the year ended 31st March 2016 be and are hereby considered and adopted.”
2. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:
“RESOLVED THAT the Consolidated audited Balance Sheet as at 31st March 2016, Consolidated Statement of Profit and Loss for the year ended 31st March 2016 together with related notes annexed thereto, Consolidated Cash Flow Statement for the year ended 31st March 2016, the Auditors' Report thereon be and are hereby considered and adopted.”
3. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:
“RESOLVED THAT Sri V.M.Mohan (DIN 00921760) who retires by rotation and is eligible for reappointment be and is hereby reappointed as a Director of the Company, subject to retirement by rotation.”
4. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:
“RESOLVED THAT pursuant to the provisions of Sections 139, 142 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) the appointment of M/s.S.Viswanathan (Registration No.004770S), Chartered Accountants, Chennai, Auditor of the Company to hold Office from the conclusion of this Annual General Meeting until the conclusion of the Thirtyfirst Annual General Meeting of the Company be and is hereby ratified on remuneration of ₹ 75000/- (Rupees Seventy Five Thousand Only), exclusive of service tax and all travelling and out of pocket expenses which shall be reimbursed to them.”

SPECIAL BUSINESS:

5. To consider and if thought fit, to pass with or without modification(s), the following resolutions as ORDINARY RESOLUTIONS:
“RESOLVED THAT pursuant to the provisions of Sections 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the said Act (including any statutory modification(s) thereto and/or re-enactments thereof for the time being in force) and subject to such other approvals as may be required, approval of the Company be and is hereby accorded for the appointment of Sri K.Suresh, as 'Manager' of the Company for a period of three years with effect from 22nd October, 2016 without any remuneration and on the terms and conditions as set out in the Explanatory Statement attached to the Notice convening the Thirtieth Annual General Meeting.”
“RESOLVED FURTHER THAT Mr.K.Suresh shall, subject to the superintendence, control and direction of the Board of Directors, have the management of the whole or substantially the whole of the affairs of the Company and shall perform such duties and exercise such powers as have been or may from time to time be entrusted to or conferred upon him by the Board.”
“RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”



NOTES:

1. Explanatory Statement is annexed to the Notice of the Thirtieth Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of Item No.5 of the Notice.
2. Details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of Director seeking reappointment at the Annual General Meeting are annexed hereto for Item No. 3 of the Notice.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights; provided that a member holding more than 10%, of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or shareholder.

The Proxy Form, duly completed and signed, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. Members / Proxies should bring the attendance slip, duly filled-in and signed, to attend the meeting.
4. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. The Register of Members and Share Transfer books of the Company will remain closed from 23rd August, 2016 to 29th August, 2016 [both days inclusive].
6. Pursuant to the provisions of Section 124 of the Companies Act, 2013 (corresponding Section 205A of the Companies Act, 1956), the amount of dividend/deposits/interest on Deposits which remains unclaimed for a period of seven years from the date of declaration/due, would be transferred to "Investor Education and Protection Fund".
7. Company's shares are being dematerialised at the option of the Members. Members may approach the Company's Registrar & Transfer Agent [RTA], in this regard, at the following address :

CAMEO CORPORATE SERVICES LIMITED
V Floor, "Subramanian Building", No.1, Club House Road,
Chennai – 600 002.
Phone : 044 – 28460390 (5 Lines), Fax : 044 - 28460129
E-Mail : investor@cameoindia.com
Contact Person : Ms.K.Sreepriya
Designation : Head – RTA & Company Secretary
8. Members holding shares in physical form alone are requested to intimate the change in their address, if any, immediately to the Company at its Registered Office or to the Registrar & Transfer Agent [RTA] at their address given above, quoting their folio number. Members holding shares in electronic form may please notify the change of address, if any, to their Depository Participants [DP] only. The Company or the RTA will not act on any request from such shareholders.
9. Under the provisions of Section 72 of the Companies Act, 2013, 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 are requested to write to the Company/RTA.
10. Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferor(s), transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transfer/transmission/transposition, is mandatory.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the RTA.

12. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2015-2016 are being sent by e-mail to those Members who have registered their e-mail address with the Company (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.

Shareholders are requested to note that the said documents would also be available on the Company's website www.iccaps.com from where it can be downloaded. In case any Shareholder desires to receive the above document(s) in physical form, such Shareholder is required to send an e-mail to secr@iccaps.com quoting DP Id and Client Id Number in case the share(s) are held in electronic form and Folio Number in case the share(s) are held in physical form.

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 of the Company if the shares are held in physical form.

13. Voting through electronic means:

In compliance with the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members facility to exercise their right to vote at the 30th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

- I. The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com.
- (ii) Click on "Shareholders" tab.
- (iii) Select "INDIA CEMENTS CAPITAL LIMITED" from the drop down menu and click on "SUBMIT".
- (iv) Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification as displayed and Click on Login).
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given in points (vi) and (vii).
- (vi) Fill up the following details in the appropriate boxes:

For Members holding shares both in Demat and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB #	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details #	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (Sequence number has been provided as Serial number in the address label and / or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Deepak Raj with sequence number 1 then enter DE00000001 in the PAN field.

Please enter any one of the details in order to login. In case both the details are not recorded with the depository and company please enter the Member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will reach directly the Company selection screen. However, Members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.



- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (x) Click on the EVSN for India Cements Capital Limited.
 - (xi) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xii) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
 - (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code click on Forgot Password & enter the details as prompted by the system.
 - (xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - (xviii) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The e-voting period commences on 25-08-2016, (9:00 A.M) and ends on 28-08-2016, (5:00 P.M). During this period, shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 22-08-2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 22-08-2016.
- VI. Shri G.Porselvam, practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- VIII. The Results shall be declared on or after the AGM of the Company and the resolutions will be deemed to be passed on the date of AGM of the Company subject to the receipt of requisite number of votes in favour of the resolution. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.iccaps.com and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges.
14. Members are requested to bring the annual report with them to the Annual General Meeting.

By Order of the Board
For India Cements Capital Limited
E Jayashree
Company Secretary

Place : Chennai
Date : 26th May 2016

PURSUANT TO REGULATION 36(3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTOR PROPOSED TO BE REAPPOINTED, VIDE ITEM NO. 3 OF THE NOTICE DATED 26TH MAY 2016.

Name of the Director	Mr.V.M.Mohan
Date of Birth	19/05/1956
Date of appointment on the Board as Director	23/09/2015
Date of last reappointment as Director	N.A
Expertise in specific functional areas	Finance & Accounts
Qualification	B.Com., ACA., ACMA., ACS.,
Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	100
List of outside Directorships held in public companies	Trinetra Cement Limited (Listed Company) Coromandel eServices Limited Coromandel Infotech India Limited Coromandel Travels Limited Jhunjhunu Cement Limited
Chairman / Member of the Committees of Board of Directors of the Company	Audit Committee – Member Stakeholders Relationship Committee – Member
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	Nil
Relationship with other Directors	Nil

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE THIRTIETH ANNUAL GENERAL MEETING OF THE COMPANY IN RESPECT OF ITEM NO. 5 OF THE NOTICE DATED 26TH MAY 2016.

Item No. 5

Sri K.Suresh, President and Chief Executive Officer of the Company was reappointed as 'Manager' without remuneration with effect from 22.10.2013 by the members for a period of three years at the Annual General Meeting held on 14.08.2013. As the current tenure will expire on 21.10.2016, the Board of Directors at their meeting held on 26.05.2016 based on the recommendation of Nomination and Remuneration Committee appointed Sri K.Suresh, as 'Manger' of the Company for a period of three years with effect from 22nd October, 2016 without any remuneration, subject to the approval of the shareholders of the Company in this Annual General Meeting.

Sri K.Suresh shall subject to the superintendence, control and direction of the Board of Directors, perform such duties and services and exercise such powers as may from time to time be entrusted to or conferred on him, by the Board.

The Board of Directors accordingly recommends the ordinary resolution set out at item no.5 of the notice dated 26.05.2016 for approval of the shareholders.

Interest of Directors and Key Managerial Personnel:

Sri K. Suresh, key managerial personnel is interested in this resolution as it concerns his appointment as 'Manager'. None of the Directors or any other key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

By Order of the Board

For India Cements Capital Limited
E Jayashree
Company Secretary

Place : Chennai
Date : 26th May 2016