



# India Cements Capital Ltd

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/

August 24, 2017

Bombay Stock Exchange Limited  
Department of Corporate Services  
1<sup>st</sup> Floor, New Trading Ring, Rotunda Building  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
Mumbai - 400 001.

**SCRIP CODE : 511355**

Dear Sir,

**Sub.: Annual Report 2017 - Thirty First Annual General Meeting**

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we enclose copy of Notice convening the thirty first Annual General Meeting of the Company to be held at 10.00 A.M. on Friday, the 15<sup>th</sup> September, 2017 at Sathguru Gnanananda Hall, Narada Gana Sabha (Mini Hall), No.314, T.T.K Road, Alwarpet, Chennai 600018.

Thanking you,

Yours faithfully,  
For **India Cements Capital Limited**

**Company Secretary**

Encl.:As stated



## 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 Thirtyfirst Annual General Meeting of the Members of India Cements Capital Limited will be held at 10.00 A.M. on Friday, the 15<sup>th</sup> September, 2017 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 31<sup>st</sup> March 2017, Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2017 together with related notes annexed thereto, Cash Flow Statement for the year ended 31<sup>st</sup> March 2017, the Auditors' Report thereon and the Directors' Report for the year ended 31<sup>st</sup> March 2017 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 31<sup>st</sup> March 2017, Consolidated Statement of Profit and Loss for the year ended 31<sup>st</sup> March 2017 together with related notes annexed thereto, Consolidated Cash Flow Statement for the year ended 31<sup>st</sup> March 2017, 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. Appointment of Auditors and fixation of Remuneration:  
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 modifications or re-enactments thereof for the time being in force) M/s P.S.Subramania Iyer & Co. (Registration No.004104S), Chartered Accountants, Chennai, be and are hereby appointed as Statutory Auditors of the Company in the place of M/s.S.Viswanathan, LLP, Chartered Accountants, the existing Auditors for a term of 5 years to hold office from the conclusion of Thirtyfirst Annual General Meeting until the conclusion of the Thirtysixth Annual General Meeting, subject to ratification of such appointment by the Members at every Annual General Meeting held after this Annual General Meeting on a remuneration of ₹ 75000/- (Rupees Seventy Five Thousand only) for the year 2017 -18 exclusive of applicable taxes and all travelling and out of pocket expenses, which shall be reimbursed to them and for subsequent years, as may be determined by the Board of Directors on the recommendation of the Audit Committee."

#### SPECIAL BUSINESS:

5. To appoint Ms.E.Jayashree 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 Ms.E.Jayashree (DIN: 07561385) be and is hereby appointed as a Director of the Company subject to retirement by rotation."

#### NOTES:

1. Explanatory Statement is annexed to the Notice of the Thirty first Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of Item Nos. 4 and 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 Directors seeking appointment / reappointment at the Annual General Meeting are annexed hereto for Items No. 3 and 5 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 per cent 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 09.09.2017 to 15.09.2017 [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 date, 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 2016-2017 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.

13. 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](mailto: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.

14. 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.

15. 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 on the resolutions proposed to be considered at the 31<sup>st</sup> 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](http://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](http://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 in CAPITAL LETTERS. 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 Resolution details.



- (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 and click on Forgot Password & enter the details as prompted by the system.

(xvii) **Non – Individual Shareholders and Custodians**

Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com). After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on. The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- (xviii) 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. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- 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.com](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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 12.09.2017 (9:00 A.M) and ends on 14.09.2017 (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. 08.09.2017, 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. 08.09.2017.
  - 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](http://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 : 28<sup>th</sup> July, 2017

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 DIRECTORS PROPOSED TO BE APPOINTED / REAPPOINTED, VIDE ITEM NOS. 3 AND 5 OF THE NOTICE DATED 28.07.2017.

Name of the Director	<b>Mr.V.M.Mohan</b>
Date of Birth	19/05/1956
Date of appointment on the Board as Director	11/02/2015
Date of last reappointment as Director	23/09/2015
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	Coromandel eServices Limited Coromandel Infotech India Limited Coromandel Travels Limited Jhunjhunu Cement Limited Raasi Cement Limited Tekplay Systems 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
Name of the Director	<b>Ms.E.Jayashree</b>
Date of Birth	24/08/1972
Date of appointment on the Board as Director	29/08/2016
Date of last reappointment as Director	N.A
Expertise in specific functional areas	Regulatory Compliances
Qualification	B.Com., 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	Nil
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 she 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 THIRTY FIRST ANNUAL GENERAL MEETING OF THE COMPANY IN RESPECT OF ITEM NOS. 4 AND 5 OF THE NOTICE DATED 28TH JULY 2017.**

**Item No.4:**

In terms of provisions of Section 139 of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, M/s.S.Viswanathan, LLP (Registration No.004770S/S200025), Chartered Accountants, Chennai, the existing Statutory Auditors will complete their term of office at the ensuing Annual General Meeting of the Company.

Based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 28<sup>th</sup> July 2017, recommended the appointment of M/s P.S.Subramania Iyer & Co. (Registration No.004104S), Chartered Accountants, Chennai, as Statutory Auditors of the Company in the place of existing auditors, for a term of five years to hold office from the conclusion of the Thirtyfirst Annual General Meeting until the conclusion of the Thirtysixth Annual General Meeting, for approval of members, subject to ratification of such appointment by the Members at every Annual General Meeting held after this Annual General Meeting on a remuneration of ₹ 75000/- (Rupees Seventy Five Thousand only) for the year 2017 -18 exclusive of applicable taxes and all travelling and out of pocket expenses, which shall be reimbursed to them and for the subsequent years, as may be determined by the Board of Directors on the recommendation of the Audit Committee.

The Company has obtained written consent and certificate from the Auditors confirming that their appointment, if made, shall be in accordance with the conditions and criteria laid down under the Companies Act, 2013.

The Board recommends the resolution as set out in Item No.4 of the Notice for approval of the Members.

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

None of the Directors or Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

**Item No. 5**

In terms of Section 149 of the Companies Act 2013, read with Rules thereto, Ms.E.Jayashree (DIN: 07561385) was co-opted as an additional Director on the Company's Board with effect from 29.08.2016. Under the provisions of Article 25 of the Articles of Association of the Company read with Section 161 of the Companies Act, 2013, Ms.E.Jayashree will hold office upto the date of 31<sup>st</sup> Annual General Meeting. Notice in writing under Section 160 of the Companies Act, 2013 has been received along with necessary deposit from a member signifying his intention to propose the appointment of Ms.E.Jayashree as a Director of the Company at the Thirtyfirst Annual General Meeting. The Board recommends the Ordinary Resolution as set out in Item No.5 of the accompanying Notice for approval of the Members.

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

None of the Directors except Ms.E.Jayashree or 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 : 28<sup>th</sup> July 2017