



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

SH/BSE

29.08.2018

BSE Limited
Corporate Relationship Dept.
First Floor, New Trading Ring
Rotunda Building, Phiroze Jeejeebhoy Towers
Dalal Street, Fort
MUMBAI 400 023.

Dear Sir(s)/Madam,

Sub.: Annual Report 2018 – Thirty-second Annual General Meeting

As per Regulation-30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we send herewith a notice convening the Thirty-second Annual General Meeting of the Company to be held at 11.00 A.M. on Saturday, the 22nd September 2018, at "Sathguru Gnanananda Hall", Narada Gana Sabha, (Mini Hall), No.314, T.T.K. Road, Alwarpet, Chennai 600 018.

Thanking you,

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

F. Jayal

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 Thirtysecond Annual General Meeting of the Members of India Cements Capital Limited will be held at 11:00 A.M. on Saturday, the 22nd September, 2018 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 receive, consider and adopt Standalone Balance Sheet as at 31st March 2018, Statement of Profit and Loss for the year ended 31st March 2018 and Cash Flow Statement for the year ended 31st March 2018 and Reports of Directors and Auditors thereon.
2. To receive, consider and adopt Consolidated Balance Sheet as at 31st March 2018, Consolidated Statement of Profit and Loss for the year ended 31st March 2018 and Consolidated Cash Flow Statement for the year ended 31st March 2018 and Report of Auditors thereon.
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."

NOTES:

1. Details 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 issued by The Institute of Company Secretaries of India in respect of Director seeking reappointment at the Annual General Meeting are annexed hereto for Item No. 3 of the Notice convening the 32nd Annual General Meeting of the Company.
2. 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.
3. 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.
4. The Register of Members and Share Transfer Books of the Company will remain closed from 16.09.2018 to 22.09.2018 [both days inclusive].
5. 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".



6. Company's shares are being dematerialised at the option of the Members. Members may approach the Company's Registrar & Transfer Agent [RTA], for all matters connected with the Company's shares, 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
7. 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.
8. 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.
9. 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 self-attested 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.
10. The Securities and Exchange Board of India (SEBI) vide its circular dated 20.04.2018, has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to RTA / Company by sending an Application Form (enclosed at the end of the Annual Report) duly filled in and signed along with self-attested copy of PAN Card and original cancelled cheque leaf. The original cancelled cheque leaf should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement attested by the Bank Officials. Members holding shares in demat form are requested to submit the aforesaid information to their respective Depository Participant. Further, it may be noted that in terms of SEBI (LODR) Amendment Regulations, 2018, any investor who is desirous of transferring shares (which are held in physical form) after December 5, 2018 can do so only after the shares are dematerialised. In other words, transfer of shares held in physical form will not be considered after 05.12.2018 from one entity to other.
11. 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 2017-2018 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.
12. 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. The Ministry of Corporate Affairs, New Delhi, vide its Notification dated 7th May 2018, has done away with the requirements to place the matter relating to appointment of Auditors for ratification by the members at every Annual General Meeting (AGM). Accordingly, no resolution is proposed at the AGM for ratification of appointment of M/s. P.S.Subramania Iyer & Co., Chartered Accountants, Statutory Auditors, who were appointed in the AGM held on 15th September, 2017 for a term of five years to hold office from the conclusion of the Thirtyfirst AGM until the conclusion of the Thirtysixth AGM of the Company.

14. Voting through electronic means:

- I 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 as amended, the Company is pleased to provide the members facility to exercise their right to vote on resolutions proposed to be considered at the 32nd 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):
- II The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by e-Voting shall be able to exercise their right at the meeting through ballot paper. In case any member casts his / her vote through ballot at the AGM in addition to e-Voting, the voting through e-Voting shall be considered as final and vote cast at the AGM through ballot shall be considered as invalid.
- III The members who have cast their vote by e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV 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 8 digits of 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 the image verification Code and 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. 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.

(xviii) **Note for 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 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.
- 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 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.

- V. 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 under help section or write an email to helpdesk.evoting@cdslindia.com.
- VI. The e-voting period commences on 19.09.2018, (9:00 A.M) and ends on 21.09.2018, (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. 15.09.2018, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- VII. 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. 15.09.2018.
- VIII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of e-Voting or voting at the AGM through ballot paper.
- IX. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM but have not cast their votes by availing the e-Voting facility.
- X. Shri G.Porselvam, Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and e-voting process in a fair and transparent manner.

- XI. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through e-Voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than fortyeight hours from the conclusion of the AGM, a consolidated 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 forthwith.
- XII. 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.
15. 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

Place : Chennai
Date : 11th August, 2018

E Jayashree
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 ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTOR PROPOSED TO BE REAPPOINTED, VIDE ITEM NO. 3 OF THE NOTICE DATED 11TH AUGUST 2018.

Name of the Director	Mr.V.M.Mohan
Date of Birth	19/05/1956
Date of appointment on the Board as Director	11/02/2015
Date of last reappointment as Director	15/09/2017
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