



## INDIA CEMENTS CAPITAL LIMITED

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

CIN : L65191TN1985PLC012362

E-mail ID : [secr@iccaps.com](mailto:secr@iccaps.com) Website: [www.iccaps.com](http://www.iccaps.com)

Tel: 044-28572600

### NOTICE TO MEMBERS

**NOTICE** is hereby given that the Thirtyeighth Annual General Meeting of the Members of India Cements Capital Limited will be held at 2.30 P.M [Indian Standard Time (IST)] on Friday, the 27th September, 2024 through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), to transact the following business:

#### ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2024 and Reports of Directors and Auditors thereon.
2. To receive, consider and adopt Audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2024 and Report of Auditors thereon.
3. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:  
"RESOLVED THAT Sri V.Manickam (DIN: 00179715) 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."

#### SPECIAL BUSINESS:

4. To consider and if thought fit, to pass the following resolutions as ORDINARY RESOLUTIONS:  
"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("the Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 framed thereunder (including any amendments thereof for the time being in force), and applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, other applicable laws and regulations, if any, Articles of Association of the Company and subject to such other approvals as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the Company hereby accords its approval and consent for the reappointment of Sri K.Suresh, as 'Manager' of the Company for a period from 01.10.2024 to 30.09.2025 at a consolidated remuneration of Rs.2,50,000/- per month and on the terms and conditions as set out in the Explanatory Statement attached to the Notice convening the Thirtyeighth Annual General Meeting of the Company."  
"RESOLVED FURHTER THAT in the event of loss or inadequacy of profits in any financial year during his term of office, the Company will pay aforesaid remuneration as minimum remuneration to Sri K.Suresh, "Manager" which shall not exceed the ceiling laid down under Section 197 of the Companies Act, 2013 read with Schedule V to the Act or such other limit as may be prescribed by the Government, from time to time, subject to obtaining any other requisite approvals."



“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 resolutions.”

**NOTES:**

1. Explanatory Statement is annexed to the Notice of the Thirtyeighth Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 and Secretarial Standards issued by the Institute of Company Secretaries of India in respect of Item No. 4.
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 (SS 2) 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 Thirtyeighth Annual General Meeting of the Company.
3. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020, 02/2022, 10/2022 and 09/2023 dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 5th May, 2022, 28th December, 2022 and 25th September, 2023 respectively issued by The Ministry of Corporate Affairs, Government of India (“MCA”) companies are permitted to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM). Accordingly, the Thirtyeighth Annual General Meeting of the members of the Company shall be conducted in virtual mode i.e., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) (“Virtual AGM”), as per the guidelines issued by the MCA. The deemed venue of this meeting shall be the Registered Office of the Company at “Dhun Building”, 827, Anna Salai, Chennai - 600 002.

Central Depository Services (India) Limited (‘CDSL’) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for remote e-voting, participating in the meeting through VC / OAVM and e-voting during the AGM through e-voting system is explained in Note No.18 below and is also available on the website of the Company at [www.iccaps.com](http://www.iccaps.com).

Members are hereby informed that the Thirtyeighth Annual General Meeting of the Company shall be conducted in virtual mode i.e., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) and there will be no physical meeting of the shareholders taking place at a common venue and physical presence of the members has been dispensed with to participate and vote in the Thirtyeighth Annual General Meeting of the Company.

4. 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, Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standard on General Meetings (SS 2) and General Circulars No. 20/2020, 02/2021, 02/2022, 10/2022 and 09/2023 dated 5th May, 2020, 13th January, 2021, 5th May 2022, 28th December, 2022 and 25th September 2023 respectively issued by MCA and Circulars No. SEBI/HO/CFD/CMD1/CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11, SEBI/HO/CFD/CMD2/CIR/P/2022/62, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 12th May, 2020, 15th January, 2021, 13th May, 2022, 5th January, 2023 and 7th October, 2023 respectively, issued by The Securities and Exchange Board of India (SEBI), the annual report containing the Notice of Thirtyeighth Annual General Meeting, financial statements, Board's report, Auditor's report and other documents required to be attached therewith are being sent only by e-mail to those members who have registered their e-mail addresses 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.

In line with the circular issued by MCA, the Annual Report containing the said documents including Notice of AGM is also made available on the Company's website 'www.iccaps.com' and on the website of CDSL (agency for providing the Remote e-Voting facility) i.e. www.evotingindia.com from where it can be downloaded. The Notice can also be accessed from the website of the Stock Exchange i.e. BSE Limited at www.bseindia.com, where the equity shares of the Company are listed. Shareholders may please note that no physical / hard copy of the aforesaid documents will be sent by the Company unless specifically requested.

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.

5. The attendance of Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the Circular No. 14/2020 dated 8<sup>th</sup> April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the proxy form, attendance slip and Route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
7. Corporate Members intending to authorize their representatives to attend the AGM through VC/ OAVM and vote through e-Voting are requested to send to the Company a certified copy of the Board Resolution authorising their representatives to attend the AGM through VC/ OAVM and cast their votes through e-Voting.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in Note No.18 of the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.  
  
In case of joint holders attending the Annual General Meeting in virtual mode, only such joint holder, who is higher in the order of names as per the Register of Members of the Company, will be entitled to attend and vote.
9. The Register of Members and Share Transfer Books of the Company will remain closed from 21.09.2024 to 27.09.2024 (both days inclusive). The Register of Directors and Key Managerial Personnel and their shareholding as maintained under Section 170 of the Act, will be available electronically for inspection by the Members during the AGM.
10. In terms of Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), as amended, all the equity shares in respect of which dividend has remained unpaid / unclaimed for a period of seven consecutive years or more will be transferred to the Demat account of IEPF Authority.
11. Members are requested to contact the Registrar and Share 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

12. Members holding shares in physical form are requested to intimate all changes with respect to their Bank details mandate, nomination, power of attorney, the change in their address, if any, to the Company at its Registered Office or to the Registrar and share Transfer Agent [RTA] at their address given above, quoting their folio number. Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records.
13. Under the provisions of Section 72 of the Companies Act, 2013 and SEBI Circular No. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2021/655 dated 3<sup>rd</sup> November, 2021, 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. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in ISR-3 or SH-14 as the case may be to the Company / RTA. In respect of shares held in dematerialized form, Members may submit their nomination forms with their respective Depository Participants.
14. Members are requested to note that in case of 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 claimant(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transmission / transposition, is mandatory.
15. For Members who hold shares in physical form, the Securities and Exchange Board of India ("SEBI") has mandated furnishing of PAN linked with Aadhaar, KYC details (i.e., postal address with PIN code, e-mail address and mobile number, bank account details, etc.) by holders of securities. In case any of the aforesaid documents/ details are not available in the record of the Company/ Registrar and Share Transfer Agent ("RTA"), the member shall not be eligible to lodge grievance or avail any service request from the Company / RTA until they furnish complete KYC Documents. Members who hold shares in demat form should keep their bank details, e-mail address, postal address and contact number details updated in their demat account(s) maintained with Depository Participant(s).
16. In terms of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, securities of listed Companies can only be transferred in dematerialised form with effect from April 1, 2019. In the view of above, members are advised to dematerialise equity shares held by them in physical form.
17. The Securities and Exchange Board of India (SEBI) vide its Circular no. SEBI/HO/MIRSD/MIRSD\_RTAMB/P/CIR/2022/8 dated 25.01.2022 has mandated listed Companies to issue the securities in dematerialized form only while processing the following service request viz., Issue of duplicate securities certificate; Claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate; Endorsement; Sub-division / Splitting of securities certificate; Consolidation of securities certificates/folios; Transmission; Transposition. Members holding shares in physical form are requested to submit such service request in Form ISR 4 along with necessary documents / details specified therein.



**18. Voting through electronic means:**

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Secretarial Standards issued by the Institute of Company Secretaries of India and the Circulars issued by Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020, January 13, 2021, May, 05, 2022 and December, 28, 2022 and SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the Annual General Meeting (AGM). For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the Annual General Meeting will be provided by CDSL.

In line with the Ministry of Corporate Affairs Circular dated April 13, 2020, the Notice of the AGM has been uploaded on the website of the Company at [www.iccaps.com](http://www.iccaps.com). The Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. [www.evotingindia.com](http://www.evotingindia.com).

**I THE INSTRUCTIONS TO SHAREHOLDERS FOR E-VOTING AND JOINING VIRTUAL MEETINGS:**

- (i) the remote e-voting period commences on 24.09.2024 (9.00 A.M. IST) and ends on 26.09.2024 (5.00 P.M. IST). During this period, shareholders' of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date viz., 20.09.2024, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode with CDSL / NSDL is given below:

Type of shareholders	Login Method	
Individual Shareholders holding securities in Demat mode with <b>CDSL Depository</b>	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 to Easi / Easiest are requested to visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on Login icon and select New System Myeasi Tab.
	2.	After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login & New system Myeasi Tab and then click on registration option.

	<p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page or click on <a href="https://evoting.cdslindia.com/Evoting/EvotingLogin">https://evoting.cdslindia.com/Evoting/EvotingLogin</a>. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</p>
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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with <b>NSDL Depository</b></p>	<ol style="list-style-type: none"> <li>1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting 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 name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS” Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https:// eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 held 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 name and you will be redirected to e- Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their <b>Depository Participants</b></p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you 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 name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>



**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. CDSL and NSDL**

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with <b>CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.1800 22 55 33.
Individual Shareholders holding securities in Demat mode with <b>NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call no.: 022-4886-7000 and 022-2499-7000

(iii) Login method for e-Voting and joining virtual meetings for Physical shareholders and shareholders other than individual holding in Demat form.

- 1) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- 2) Click on “Shareholders” module.
- 3) Now enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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 e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
<b>PAN</b>	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(iv) After entering these details appropriately, click on “SUBMIT” tab.

(v) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.



- (vi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (vii) Click on the EVSN for INDIACEMENTS CAPITAL LIMITED.
- (viii) 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.
- (ix) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (x) 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.
- (xi) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xiv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xv) Additional Facility for Non – Individual Shareholders and Custodians – For Remote Voting only.
  - (a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the “Corporates” module.
  - (b) 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).
  - (c) 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.
  - (d) The list of accounts linked in the login will be mapped automatically and can be delinked in case of any wrong mapping.
  - (e) 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.
  - (f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at the email address at [gporselvam@gmail.com](mailto:gporselvam@gmail.com) and to the Company at [secr@iccaps.com](mailto:secr@iccaps.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

## **II INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM AND E-VOTING DURING THE AGM:**

- (a) The procedure for attending the AGM and e-Voting during the AGM is same as in the instructions mentioned above for e-voting.
- (b) The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting.





- (c) Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
- (d) Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- (e) Further shareholders will be required to allow camera and use Internet with a good speed to avoid any disturbance during the meeting.
- (f) Please note that participants connecting from mobile devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- (g) Shareholders who would like to express their views/ask questions/seek any information during the meeting with regard to any item(s) of business to be transacted at the AGM may register themselves as a speaker by sending their request from the registered email ID in advance i.e., on or before 20.09.2024 mentioning their name, Demat Account Number (DP ID and Client ID) / Folio Number, email ID, PAN and mobile number to the Company at [secr@iccaps.com](mailto:secr@iccaps.com).

The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance i.e., on or before 20.09.2024 mentioning their name, Demat Account Number (DP ID and Client ID) / Folio Number, email ID, PAN and mobile number at [secr@iccaps.com](mailto:secr@iccaps.com). These queries will be replied to by the company suitably.

- (h) Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. The Company reserves the right to restrict the number of speakers depending on the availability of time at the AGM.
- (i) Only those shareholders, who are present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- (j) If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

### **III PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:**

- (i) For shareholders holding shares in physical form - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), Aadhaar (self attested scanned copy of Aadhaar Card) along with your email ID & mobile No. to be updated by email to Company at [secr@iccaps.com](mailto:secr@iccaps.com) or to [RTA@investor@cameoindia.com](mailto:RTA@investor@cameoindia.com).
- (ii) For shareholders holding shares in Demat form - Please update your email ID & mobile No. with your respective Depository Participant (DP)
- (iii) For Individual shareholders holding shares in Demat form - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.
- (iv) If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free no. 1800 22 55 33.



- (V) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, Central Depository Services (India) Limited (CDSL), A Wing, 25th Floor, Marathon Futurex, Mafatlal Mills Compound, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call toll free no. 1800 22 55 33.
- (VI) 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).
- (VII) The voting rights of shareholders shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. 20.09.2024.
- (VIII) Smt.Sindhuja Porselvam, Company Secretary in Practice (Membership No.44831, C.P.No.23622), has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (IX) Any person, who acquires shares of the Company and becomes a member of the Company after forwarding the notice and holding as of the cut-off date i.e. 20.09.2024, may obtain the login ID and password by sending an email to secr@iccaps.com or investor@cameoindia.com or helpdesk.evoting@cdslindia.com by mentioning their DP ID and Client ID No.

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 remote e-Voting or e-Voting during the AGM. Person who is not a member as on cut-off date should treat this notice for information purpose only.

- (X) The Scrutinizer shall immediately after the conclusion of e-voting at the AGM through VC / OAVM mode, first download and count the votes cast at the AGM and thereafter unblock the votes cast through remote e-Voting and shall submit, not later than two working days 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.
- (XI) The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.iccaps.com and on the website of CDSL at www.evotingindia.com after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to BSE Limited, where the equity shares of the Company are listed.

(By Order of the Board)  
for **INDIA CEMENTS CAPITAL LIMITED**

**E. Jayashree**  
Company Secretary

Place : Chennai  
Date : 9th August, 2024



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 (SS 2) 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 CONVENING THE 38TH ANNUAL GENERAL MEETING OF THE COMPANY.

Name of the Director	:	Sri V.Manickam
Director Identification Number (DIN)	:	00179715
Date of Birth	:	01.04.1952 & 72 years
Date of appointment on the Board as Director	:	26 <sup>th</sup> September, 2022
Category of Directorship	:	Non-Executive Non-Independent Director
Date of last reappointment as Director	:	Not applicable
Remuneration	:	Sitting fee for attending the Board meetings will be paid to Sri.V.Manickam. No remuneration other than sitting fee is proposed to be paid.
No. of Board Meetings during 2023-24	:	Held: 04 Attended: 04
Expertise in specific functional areas	:	Finance, Accounts, Audit, Investment etc.
Qualification	:	B.Sc., ACA
Brief profile / Experience	:	Sri.V.Manickam is a Chartered Accountant and had over 4 decades of experience of which 3 decades of service in Life Insurance Corporation of India (LIC) in various capacities, the last being Executive Director (Investment Monitoring and Accounting) and retired as Managing Director and CEO of LIC Pension Fund. Post retirement, he served as Secretary General of Life Insurance Council. He also served as an Independent Director on the Board of E.I.D.-Parry (India) Limited for the period of two terms from July 2014 to July 2019 and July 2019 to July 2022.  He is an Independent Director of the The India Cements Limited.
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 Company:</u> The India Cements Limited <u>Unlisted Company:</u> Chennai Super Kings Cricket Limited Shriram Life Insurance Company 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	:	Chennai Super Kings Cricket Limited Audit Committee – Member
Relationships between directors inter-se	:	Nil



Relationship with Key Managerial Personnel	:	Nil
Listed entities from which the Director has resigned in the past three years	:	Nil
Information as required pursuant to BSE Circular with Ref. No.LIST/COMP/14/2018-19		Sri.V.Manickam is not debarred from holding the Office of Director by virtue of any SEBI Order or any other such authority.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE THIRTYEIGHTH ANNUAL GENERAL MEETING OF THE COMPANY IN RESPECT OF ITEM NO. 4 OF THE SAID NOTICE.**

**Item No.4:**

The Shareholders at the 37th Annual General Meeting of the Company held on 27th September 2023 reappointed Sri K.Suresh, President and Chief Executive Officer of the Company as 'Manager' for a period with effect from 1st October 2023 to 30th September 2024 and his term of office as 'Manager' would conclude on 30th September 2024. Nomination and Remuneration Committee at its meeting held on 9th August, 2024, after evaluating the performance of Sri K.Suresh, has unanimously recommended to the board the reappointment of Sri K.Suresh as 'Manager' for a period from 1st October, 2024 to 30th September, 2025. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 9th August, 2024, approved the reappointment of Sri K.Suresh, President and Chief Executive Officer, as 'Manager' under the Companies Act, 2013 for a period from 01.10.2024 to 30.09.2025 at the existing consolidated remuneration of Rs.2,50,000/- per month, subject to the approval of the shareholders of the Company at the 38th Annual General Meeting of the Company.

The remuneration payable to Sri K.Suresh as 'Manager' as set out in the resolutions, during his tenure of office will be in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V of the Act.

Sri K.Suresh is a qualified Chartered Accountant and Company Secretary having wide experience and has been associated with the Company as President & CEO since 2007. Sri K.Suresh is incharge of the day to day management and administration of the Company. He is also a Director in India Cements Investment Services Limited, the wholly owned subsidiary of the Company.

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 additional information as required under Schedule V of the Companies Act, 2013, are given below:

I. General information:		
(1)	Nature of industry	The Company is primarily engaged in buying and selling of Foreign Currencies.
(2)	Date or expected date of commencement of commercial production	The Company has commenced its operations from 8th November, 1985.
(3)	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
(4)	Financial performance based on given indicators as on 31.03.2024	Turnover: Rs.3,71,58,85,106 Profit before Tax: Rs.1,80,31,867 Profit After Tax: Rs.1,35,59,657
(5)	Foreign investments or collaborations, if any.	Not Applicable



II. Information about the appointee:		
(1)	Background details	Sri K.Suresh is a qualified Chartered Accountant and Company Secretary having wide experience and has been associated with the Company as President & CEO since 2007. Sri K.Suresh is incharge of the day to day management and administration of the Company.
(2)	Past remuneration	Rs.2,50,000/- p.m
(3)	Recognition or awards	Director in Association of National Exchanges Members of India.
(4)	Job profile and his suitability	The business prospects of the Company is encouraging and considered good. In order to sustain growth and improve business income as envisaged, proper guidance and leadership is required and Sri K.Suresh with his qualifications, vast experiences and expertise is the right person to lead the Company.
(5)	Remuneration proposed	Rs.2,50,000/- p.m
(6)	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	Considering the role and responsibilities shouldered by Sri K.Suresh, the remuneration proposed to be paid to him is reasonable and comparable that of his peers of the same position in similar Companies.
(7)	Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other director, if any.	Nil
III. Other information:		
(1)	Reasons of loss or inadequate profits	Business is highly competitive in nature and having lower margin.
(2)	Steps taken or proposed to be taken for improvement	The Company is analysing various business options to generate / improve its volume there by income and sustain growth. Further, the company has taken all necessary steps to reduce the cost of operations.
(3)	Expected increase in productivity and profits in measurable terms	The Company has taken various measures to improve the financial performance.
IV. Disclosures		
(1)	All elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors;	Nil
(2)	Details of fixed component. and performance linked incentives along with the performance criteria;	Nil
(3)	Service contracts, notice period, severance fees; and	Nil



(4)	Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable.	Nil
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The Board of Directors accordingly recommends the Ordinary Resolution set out in Item No.4 of the notice convening the 38th Annual General Meeting of the Company for approval of the shareholders.

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

Sri. K.Suresh, Manager, is interested in these Resolutions as it concerns his reappointment. No other Director or key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

(By Order of the Board)  
for **INDIA CEMENTS CAPITAL LIMITED**  
**E. JAYASHREE**  
**COMPANY SECRETARY**

Place : Chennai  
Date : 9th August, 2024