



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

NOTICE TO MEMBERS

NOTICE is hereby given that the Thirtyfifth Annual General Meeting of the Members of India Cements Capital Limited will be held at 10:00 A.M [Indian Standard Time (IST)] on Monday, the 27th September, 2021 through Video Conferencing (VC) / Other Audio Visual Means (OAVM), to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended 31st March 2021 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 2021 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.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.”

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, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V and other applicable provisions if any of the said Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (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 from 01.05.2021 to 30.04.2022 without any remuneration and on the terms and conditions as set out in the Explanatory Statement attached to the Notice convening the Thirtyfifth Annual General Meeting of the Company.”
“RESOLVED FURHTER 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 Thirtyfifth Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of Item No. 4 and Secretarial Standards issued by the Institute of Company Secretaries of India.
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 for item no. 3 of the Notice convening the Thirtyfifth Annual General Meeting of the Company.
3. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April, 2020, 13th April 2020, 5th May 2020 and 13th January 2021 respectively issued by Ministry of Corporate Affairs, Government of India (“MCA”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May, 2020 and 15th January 2021 respectively issued by Securities and Exchange Board of India (SEBI), companies are permitted to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM). Accordingly, the Thirtyfifth 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.

Members are hereby informed that the Thirtyfifth 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 Thirtyfifth 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 and Secretarial Standard on General Meetings (SS2) and the General Circular Nos. 20/2020 and 02/2021 dated 5th May, 2020 and 13th January, 2021 respectively, issued by MCA the annual report containing the Notice of Thirtyfifth 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 address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.



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.

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 April 08, 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 representative 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 21.09.2021 to 27.09.2021 (both days inclusive).
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 the change in their address, if any, 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 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. The Ministry of Corporate Affairs, vide its notification dated May 7, 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 Thirty first AGM until the conclusion of the Thirty sixth AGM of the Company.
14. 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 may submit nomination in the prescribed Form SH-13 with the Company / RTA. In respect of shares held in dematerialized form, Members may submit their nomination form with their respective Depository Participants.
15. 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.
16. 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 requested to submit their PAN and Bank Account Details to RTA / Company by forwarding duly signed letter along with self-attested copy of PAN Card and cancelled cheque leaf. The cancelled cheque leaf should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement issued by the Bank.
17. 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, except in case of request received for transmission or transposition of securities. In the view of above, members are advised to dematerialise equity shares held by them in physical form.



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 and January 13, 2021 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's 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. 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.

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

- (i) The remote e-voting period commences on 24.09.2021 (9.00 A.M. IST) and ends on 26.09.2021 (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., 20.09.2021, 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 CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi.
	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 i.e. CDSL, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration
	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 www.cdslindia.com home page or click on https://evoting.cdslindia.com/Evoting/EvotingLogin . The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.



Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<p>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: https://eservices.nsd.com 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 & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS” Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number 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 & voting during the meeting.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<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 & 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 CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30



- (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.
 - 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 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:

PAN	For Physical shareholders and other than individual shareholders holding shares in Demat.
	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 OR 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 INDIA CEMENTS 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.
- (xi) 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) 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 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.
- (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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote
- (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 and to the Company at 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 20.09.2021 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.



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 20.09.2021 mentioning their name, Demat Account Number (DP ID and Client ID) / Folio Number, email ID, PAN and mobile number at 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 or to RTA at 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 or contact at 022-23058738 and 022-23058542/43.
- (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 on 022-23058542/43.
- (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. 20.09.2021.
- (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. 20.09.2021, 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.

- (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 forty eight 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.
- (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.

(By Order of the Board)

for **INDIA CEMENTS CAPITAL LIMITED**

Place : Chennai
Date : 11th August, 2021

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 (SS2) 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 2021.

(i) Name of the Director	:	Sri V.M. Mohan
Director Identification Number (DIN)	:	00921760
Date of Birth	:	19.05.1956
Date of appointment on the Board as Director	:	11.02.2015
Category of Directorship	:	Non-Executive Director
Date of last reappointment as Director	:	28.09.2020
Expertise in specific functional areas	:	Finance & Accounts
Qualification	:	B.Com, ACA, ACMA, ACS.
Brief profile / Experience	:	Sri V.M. Mohan is Executive President (Corporate Finance), The India Cements Limited, having more than 3 decades of experience.
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 Infotech India Limited Coromandel Travels Limited Jhunjhunu Cement Limited Raasi Cement Limited



Chairman / Member of the Committees of Board of Directors of the Company	:	Audit Committee – Member Stake Holders Relationship Committee – Member
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	:	Nil
Relationships between directors inter-se	:	Nil
Relationship with Key Managerial Personnel	:	Nil

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

Item No.4:

The Shareholders at the 34th Annual General Meeting of the Company held on 28th September 2020 reappointed Sri K.Suresh, President and Chief Executive Officer of the Company as 'Manager' for a period with effect from 22nd October 2019 to 30th April 2021 and his term of office as 'Manager' concluded on 30th April 2021. Nomination and Remuneration Committee has at its meeting held on 24th May 2021, after evaluating the performance of Sri. K.Suresh, has unanimously recommended his reappointment as 'Manager' for a period of one year from 1st May, 2021 to 30th April 2022. Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors at their meeting held on 24.05.2021 approved the reappointment of Sri K.Suresh, President and Chief Executive Officer, as 'Manager' under the Companies Act, 2013 for a period of one year from 01.05.2021 to 30.04.2022 without any remuneration, subject to the approval of the shareholders of the Company at the 35th Annual General Meeting of the Company.

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 Board of Directors accordingly recommends the ordinary resolution set out at item no.4 of the notice dated 11.08.2021 for approval of the shareholders.

Interest of Directors and Key Managerial Personnel:

None of the Directors and none of key managerial personnel of the Company except Sri K.Suresh 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

Place : Chennai
Date : 11th August, 2021

E.Jayashree
Company Secretary