



India Cements Capital Limited

Regd. & Corp. Office : No.18/14, (312/14) Gee Gee Emerald,
No.2C, 2D, 2nd Floor, Valluvarkottam High Road,
Nungambakkam, Chennai - 600 034.

T : 91 44 4606 5183 Email : secr@iccaps.com www.iccaps.com
Corporate Identity No. : L65191TN1985PLC012362

ICCL/SE/

11.02.2025

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

Scrip Code: 511355

Dear Sirs,

Sub: Disclosure under Regulation 30 read with Regulation 31A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

We refer to our earlier intimation dated 07.02.2025, regarding the receipt of request letter dated 07.02.2025 from ICL Financial Services Limited, ICL Securities Limited and Mr.N.Srinivasan (hereinafter referred to as 'Outgoing Promoters'), requesting to reclassify them from 'Promoter & Promoter Group' category to 'Public' category under Regulation 31A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations). We wish to inform you that the Outgoing Promoters' request was placed before the Board at its meeting held on 10.02.2025. The Board considered the request made by the Outgoing Promoters and approved the reclassification request, subject to the approval of the Stock Exchange. The details of Outgoing Promoters and their shareholding as on the date of their request in the Company are follows:

SI No	Name of the Outgoing Promoters	No. of shares held	% of Shareholding
1.	ICL Financial Services Limited	Nil	Nil
2.	ICL Securities Limited	Nil	Nil
3.	Mr.N.Srinivasan	Nil	Nil

Further, in compliance with Regulation 31A(8)(b) of SEBI (LODR) Regulations, we enclose herewith the certified extract of the minutes of the Board Meeting held on 10.02.2025, in this regard.

We kindly request you to take the same on record and grant us approval.

Thanking you,

Yours faithfully,
for INDIA CEMENTS CAPITAL LIMITED

F. Jayash

COMPANY SECRETARY

Encl.: As above



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CERTIFIED EXTRACT OF THE MINUTES OF THE MEETING OF THE BOARD OF DIRECTORS OF THE COMPANY HELD ON 10.02.2025

Reclassification from “promoter & promoter group” category to “public” category

The Board noted that ICL Financial Services Limited, ICL Securities Limited and Mr.N.Srinivasan presently part of the Promoter & Promoter Group (hereinafter referred to as ‘Outgoing Promoters’), divested their entire shareholding of 1,04,21,750 Equity Shares of ₹10/- each, constituting 48.02% of the Equity Share Capital of the Company on 27.07.2024 to another promoter entity viz Sri Saradha Logistics Private Limited as an inter se transfer among promoters, resulting in their holdings becoming Nil in the Company from that date.

The Board further noted that the Outgoing Promoters do not exercise any control over the affairs of the Company directly or indirectly.

The Board further noted that the Outgoing Promoters, have vide their letter dated 07.02.2025, requested the Company to reclassify themselves from ‘Promoter & Promoter Group’ category to ‘Public’ category in accordance with the provisions of Regulation 31A of the Securities & Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations).

The Board further noted that as per the requirements of Regulation 31A of the SEBI (LODR) Regulations, the Company has informed BSE Limited about the receipt of said request on 07.02.2025.

The request letter received from the Outgoing Promoters were placed before the Board for its consideration and approval. The Board noted that, the Outgoing Promoters do not hold/do not intend hold any shares in the Company, from the date of their divestment, as detailed below:

Sl No	Name of the Outgoing Promoters	No. of shares held	% of Shareholding
1.	ICL Financial Services Limited	Nil	Nil
2.	ICL Securities Limited	Nil	Nil
3.	Mr.N.Srinivasan	Nil	Nil

The Board further noted that the Outgoing Promoters have confirmed that as on date of the request letter i.e., 07.02.2025, they along with persons related to them:

- together do not hold more than ten percent of the total voting rights in the company;
- do not exercise control over the affairs of the company, directly or indirectly;
- do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements;
- are not being represented on the board of directors and do not have any nominee on the Board of Directors of the Company;

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- (e) do not act as key managerial personnel of the Company;
- (f) are not 'wilful defaulter(s)' as per the Reserve Bank of India's Guidelines;
- (g) are not fugitive economic offender;

They also confirmed that there were no pending regulatory action against them and shall continue to comply with conditions mentioned in Clause (a) to (e) above as required under Regulation 31A(4) of SEBI (LODR) Regulations.

The Board further noted that following were the rationale for reclassification of Outgoing Promoters:

- (a) They do not exercise any control over the affairs of the Company;
- (b) They do not hold any shares in the Company;
- (c) They do not have any special rights with respect to the company through formal or informal arrangements including through any shareholder agreements;
- (d) They continue to comply with the conditions as required under Regulations 31A(4) of SEBI (LODR) Regulations;
- (e) They have requested the Company to reclassify them from 'Promoter & Promoter group' to 'Public' category;

The Board further noted that approval of the shareholders is not necessary as the Outgoing Promoters seeking reclassification and persons related to them together do not hold more than one percent of total voting rights in the Company.

Accordingly, based on the above and in accordance with the provisions of Regulation 31A of SEBI (LODR) Regulations, the Board considered the request of the Outgoing Promoters for reclassification from the 'Promoter and Promoter Group' category to 'Public' category.

The Board noted that none of the Directors, Key Managerial Personnel of the Company and their relatives were in any way, directly or indirectly, either financially or otherwise, interested or concerned in this resolution.

The Board, after discussions, passed the following resolutions unanimously:

"RESOLVED THAT in accordance with the provisions of Regulation 31A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI (LODR) Regulations) including any statutory modification(s) or reenactment thereof for the time being in force and other applicable provisions, the request letter dated 07.02.2025, received by the Company from ICL Financial Services Limited, ICL Securities Limited and Mr.N.Srinivasan ('Outgoing Promoters'), requesting to reclassify them from 'Promoter & Promoter Group' category to 'Public' category as placed before the Board, be and is hereby noted and taken on record."

"RESOLVED FURTHER THAT the confirmation given by the Outgoing Promoters as required under the provisions of Regulation 31(A)(3)(b) of SEBI (LODR) Regulations, that they along with persons related to them:

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- together do not hold more than ten percent of the total voting rights in the Company;
 - do not exercise control over the affairs of the Company, directly or indirectly;
 - do not have any special rights with respect to the Company through formal or informal arrangements including through any shareholder agreements;
 - are not being represented on the board of directors and do not have any nominee on the Board of Directors of the Company;
 - do not act as key managerial personnel of the Company;
 - are not 'willful defaulter(s)' as per the Reserve Bank of India's Guidelines;
 - are not fugitive economic offender;
- be and is hereby noted and taken on record."

"RESOLVED FURTHER THAT the confirmation given by the Outgoing Promoters that there were no pending regulatory actions against them and they continue to comply with the conditions mentioned in Regulation 31A(4) of SEBI (LODR) Regulations post their reclassification to 'Public' category' be and is hereby noted and taken on record."

"RESOLVED FURTHER THAT pursuant to provisions of 31A(3)(c) of SEBI (LODR) Regulations, the Board hereby confirms that the Company:

- will be compliant with the requirements for minimum public shareholding as required under Regulation 38 of the SEBI (LODR) Regulations;
- shall not have trading in its shares suspended by the stock exchanges;
- shall not have any outstanding dues to the Securities and Exchange Board of India, the stock exchange or depositories."

"RESOLVED FURTHER THAT pursuant to the provisions of the Regulation 31A of the SEBI (LODR) Regulations and subject to the approval the stock exchange viz. BSE Limited where the equity shares of the Company are listed and such other approval(s), if any, as may be required in this regard, approval of the Board of Directors be and is hereby accorded for reclassification of following Outgoing Promoters from 'Promoter and Promoter group' category to 'Public' category:

Sl No	Name of the Outgoing Promoters	No. of shares held	% of Shareholding
1.	ICL Financial Services Limited	Nil	Nil
2.	ICL Securities Limited	Nil	Nil
3.	Mr.N.Srinivasan	Nil	Nil

"RESOLVED FURTHER THAT Mr.V.Manickam, Mr.V.M.Mohan, Directors, Mr.K.Suresh, Chief Executive Officer and Mrs.E.Jayashree, Company Secretary, be and are hereby severally authorised to sign, execute and submit for and on behalf of the Company any application(s), deed(s), affidavit(s), declaration(s), undertaking(s), form(s), certificate(s), document(s) and other paper(s) as may be necessary to BSE Limited and/or to any other authority for their approval."

F. Jayashree





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“RESOLVED FURTHER THAT Mr.V.Manickam, Mr.V.M.Mohan, Directors, Mr.K.Suresh, Chief Executive Officer and Mrs.E.Jayashree, Company Secretary, be and are hereby severally authorized for and on behalf of the Company to do all such acts, deeds, matters and things as may be necessary, expedient for this purpose and settle any questions, difficulties or doubt that may arise in this regard.”

“RESOLVED FURTHER THAT copies of the foregoing resolutions, certified to be true by any one of the Directors or Chief Executive Officer or Company Secretary, be furnished to BSE Limited and/or any other authorities concerned, as may be required and they be requested to act thereon.”

//CERTIFIED TRUE COPY//



for **INDIA CEMENTS CAPITAL LIMITED**

E. Jayashree

**E JAYASHREE
COMPANY SECRETARY**