



INDIA CEMENTS CAPITAL LIMITED

CIN: L65191TN1985PLC012362

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

Website: www.iccaps.com E-Mail Id: secr@iccaps.com

Phone: 044-28572600

POSTAL BALLOT NOTICE

(Pursuant to Section 110 of the Companies Act, 2013, read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014).

Evoting starts on	Evoting ends on
Thursday, the 15th February 2024 at 09.00 AM (IST)	Friday, the 15th March 2024 at 05.00 PM (IST)

To

The Members

Notice is hereby given to the shareholders of India Cements Capital Limited ("the Company") pursuant to the provisions of Sections 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the General Circular Nos. 14/2020, 17/2020, 22/2020, 33/2020, 39/2020, 10/2021, 20/2021, 03/2022, 11/2022 and 09/2023 dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020, 23rd June, 2021, 8th December, 2021, 5th May, 2022, 28th December, 2022 and 25th September, 2023 respectively issued by Ministry of Corporate Affairs, Government of India ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and pursuant to other applicable laws and regulations, read with Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India that the Resolution as set out hereunder is proposed to be passed by the shareholders as Special Resolution through Postal Ballot only by way of voting through electric means ("Remote Evoting").

The Explanatory Statement, pursuant to Sections 102 and 110 and other applicable provisions, if any, of the Act, read with Rules framed thereunder, pertaining to the proposed Resolution setting out the material facts concerning the Resolution is annexed hereto.

The shareholders shall exercise their right to vote on the matter included in the Notice of Postal Ballot by electronic means i.e., through e-voting services provided by the Central Depository Services (India) Limited ("CDSL"). The e-voting period commences on Thursday, the 15th February, 2024, at 9.00 A.M.(IST) and ends on Friday, the 15th March, 2024, at 5.00 P.M. (IST). The Shareholders are requested to carefully read the instructions given in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) through the remote e-voting process not later than 5.00 P.M.(IST) on Friday, the 15th March, 2024. The Remote e-voting facility will be blocked by CDSL immediately thereafter and will not be allowed beyond the said date and time.

SPECIAL BUSINESS:

1. Reappointment of Smt.Lakshmi Aparna Sreekumar as an Independent Director of the Company

To consider and if thought fit, to pass the following resolutions as SPECIAL RESOLUTIONS:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulations 16(1)(b), 25(2A) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Smt.Lakshmi Aparna Sreekumar (DIN: 08196552), a Non-executive Independent Director of the Company, whose first term of office as an Independent Director of the Company would conclude on 31.03.2024 and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for a second and final term of 5 consecutive years from 01.04.2024 to 31.03.2029 and that she shall not be liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the Company, including its Committee thereof, be and is hereby authorised to do all such act(s), deed(s), matter(s) and thing(s), as may be necessary, proper, expedient and desirable for the purpose of giving effect to the above resolution.”

NOTES:

- 1 Explanatory Statement is annexed to the Postal Ballot Notice of the Company as required by Sections 102 and 110 of the Companies Act, 2013 read with the Rules made thereunder and Secretarial Standards issued by The Institute of Company Secretaries of India in respect of Item No.1.
- 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 (SS2) issued by The Institute of Company Secretaries of India in respect of Director seeking reappointment is annexed hereto for Item No.1 of the Postal Ballot Notice of the Company.
- 3 As per the MCA Circulars, the Postal Ballot Notice 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. Physical copies of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to members for this Postal Ballot. Members may note that the Notice of the Postal Ballot is also available on the Company's website www.iccaps.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com where the equity shares of the company is listed and on the website of CDSL i.e. www.evotingindia.com.

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 viz., Cameo Corporate Services Limited, if the shares are held in physical form.

- 4 The relevant documents referred to in the Notice and the Explanatory Statement pursuant to Section 102 of the Act, will be available on the Company's website i.e. www.iccaps.com for inspection by the Members until the last date of e-voting. All documents referred to in the Notice and the Explanatory Statement will also be available for inspection by the members at the Registered Office of the Company during normal business hours (between 11.00 A.M. to 1.00 P.M.) on any working day upto the last date of evoting.
- 5 The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 9th February, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date, being 9th February, 2024. A person who is not a Member as on the Cut-off date should treat this Notice for information purpose only.
- 6 The remote e-voting period commences on 15.02.2024 at 9:00 A.M. (IST) and ends on 15.03.2024 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by CDSL for voting thereafter.
- 7 The vote in this Postal Ballot cannot be exercised through proxy.
- 8 Once the vote on a Resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
- 9 Central Depository Services (India) Limited ('CDSL') will be providing facility for voting through remote e-voting. The procedure for remote e-Voting, is explained in Note No.16 below and is also available on the website of the Company at www.iccaps.com.
- 10 Smt.Sindhuja Porselvam, Company Secretary in Practice (Membership No.44831, C.P.No.23622), has been appointed as the Scrutinizer to scrutinize the remote e-voting process in a fair and transparent manner.
- 11 The Scrutinizer shall immediately after the conclusion of e-voting, first download and thereafter unblock the votes cast through remote e-voting and shall submit, not later than two working days from the conclusion of the e-voting i.e. 18.03.2024, a 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 on or before 18.03.2024 at 5.30 P.M (IST) at the Registered Office of the Company.
- 12 The Results declared along with the report of the Scrutinizer shall be placed on the Company's website at www.iccaps.com and on the website of CDSL at www.evotingindia.com immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to BSE Limited, where the equity shares of the Company are listed.
- 13 The resolution, if approved by the requisite majority, shall be deemed to have been passed on the last date of remote e-voting i.e.15.03.2024, in terms of the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a General Meeting of the Members.

14 Under the provisions of Section 72 of the Companies Act, 2013 and SEBI Circulars dated 3rd November, 2021, 16th March, 2023, 26th September, 2023 and 27th December, 2023, 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 and any member who desires to opt out or cancel the earlier nomination and record a fresh nomination, he/she may submit the same in Form ISR-3 or Form SH-14, as the case may be, to the Company / RTA. The said forms are available at the Company's website at www.iccaps.com. In respect of shares held in dematerialized form, members may submit their nomination forms with their respective Depository Participant(s).

15 (A) Submission of KYC details:

SEBI has mandated submission of PAN, KYC and nomination details by security holders. Shareholders are requested to submit their PAN, KYC and nomination details to the Company's RTA / Depository Participant(s). The forms for updating the same are available at the Company's website at www.iccaps.com and in this regard, the Company has sent letters to the members holding shares in physical form in compliance with the SEBI Circular. Members holding shares in electronic form are requested to submit the said details to their depository participant(s).

The security holders holding securities in physical form shall be:

a) eligible to lodge grievance or avail service request from the RTA only after furnishing the complete documents / details as aforesaid.

b) eligible for any payment including dividend, interest or redemption payment only through electronic mode and an intimation will be sent by the RTA to the holder that the aforesaid payment is due and shall be made electronically upon complying with the aforesaid requirements.

(B) Online Dispute Resolution Mechanism for Investors:

Securities and Exchange Board of India ("SEBI") vide its Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated August 11, 2023, as amended, has introduced Online Disputes Resolution mechanism for holders of securities by establishing an Online Dispute Resolution Portal ("ODR Portal") which harnesses online Conciliation and online Arbitration for resolution of disputes arising in the Indian Securities Market. In pursuance of the said Circular, the Company has provided a web-link on its website to access the said facility.

16. Voting through electronic means:

I THE INTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The remote e-voting period commences on 15.02.2024 (9.00 A.M. IST) and ends on 15.03.2024 (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., 09.02.2024, may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.

- (ii) Login method for e-Voting 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 Depository	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 CDSL website www.cdslindia.com 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. 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 www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
	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. 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 Depository	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.
	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

	3)	Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)		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.

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 toll free no.1800 22 55 33.
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 Remote e-Voting for **shareholders holding shares in physical form 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 shareholders holding shares in physical 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 resolution 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.
- (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 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 will be mapped automatically and can be delinked in case of any wrong mapping.
- (e) It is Mandatory that 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 mandatorily 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.

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

- (xvi) For Physical shareholders - 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.
- (xvii) For Demat shareholders - Please update your email id & mobile No. with your respective Depository Participant (DP).
- (xviii) For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through Depository.
- (II) If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no.1800 22 55 33.
- (III) 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.
- (IV) 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).
- (V) 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. 09.02.2024.
- (VI) 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.

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. Person who is not a member as on cut-off date should treat this notice for information purpose only.

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility

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

Place : Chennai
Date : 01.02.2024

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 (SS2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTOR PROPOSED TO BE REAPPOINTED, VIDE ITEM NO. 1 OF THE POSTAL BALLOT NOTICE

1	Name of the Director	:	Smt.Lakshmi Aparna Sreekumar
	Director Identification Number (DIN)	:	08196552
	Date of Birth & Age	:	22.06.1973 & 50 years
	Date of appointment on the Board as Director	:	01.04.2019 as an Independent Director for the first term of 5 years.
	Category of Directorship	:	Independent, Non-Executive Director
	Date of last reappointment as Director	:	Not Applicable
	Term of appointment	:	Second and final term for 5 (five) consecutive years from 01.04.2024 to 31.03.2029.
	Remuneration	:	Sitting fee (@ Rs.2000/- per meeting) for attending the Board and Audit Committee meeting is paid to the Director. No remuneration, other than sitting fee is proposed to be paid to the Independent Director.
	No. of Board Meetings attended during the year	:	No. of Meetings held: 4 No. of Meetings attended: 4
	Expertise in specific functional areas	:	Management and Administration
	Qualification	:	Masters Degree in Nutrition
	Brief Profile / Experience	:	Smt.Lakshmi Aparna Sreekumar possesses sufficient knowledge, skills and expertise, in Finance and Accounts, business strategy, operations, marketing, management and administration, taxation and auditing, regulatory compliances etc. Smt.Lakshmi Aparna Sreekumar is an Entrepreneur, Writer and served as a Lecturer in a cultural academy. Besides her business, she actively engages herself in CSR activities including health care, counselling and nutrition. She is also an Independent Director of The India Cements Limited. Her first term of office as Independent Director on the Company's Board would conclude on 31.03.2024.

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:</u> 1.The India Cements Limited <u>Unlisted:</u> 1. Coromandel Travels Limited 2. India Cements Infrastructures Limited 3. India Cements Investment Services Limited
Chairman / Member of the Committees of Board of Directors of the Company	:	Audit Committee - Chairperson Stakeholders Relationship Committee - Chairperson
Chairman / Member of the Committees of Board of Directors of other Companies in which she is a Director	:	1. Coromandel Travels Limited: Audit Committee - Member 2. The India Cements Limited Stakeholders Relationship Committee - Chairperson 3. India Cements Infrastructures Limited Audit Committee - Member
Relationships between directors inter-se	:	Nil
Relationship with Key Managerial Personnel	:	Nil
Listed entities from which the Directors has resigned in the past 3 years.	:	Nil
Information as required pursuant to BSE Circular No.LIST/COMP/ 14/2018-19 and the National Stock Exchange of India Ltd. Circular No.NSE/CML/2018/24, both dated 20th June, 2018.	:	Smt.Lakshmi Aparna Sreekumar is not debarred from holding the Office of Director by virtue of any SEBI Order or any other authority.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE POSTAL BALLOT

Item No. 1

Smt.Lakshmi Aparna Sreekumar (DIN: 08196552) was appointed as an Independent Director of the Company for a period of five consecutive years with effect from 1st April, 2019 to 31st March, 2024 and she will hold office as an Independent Director up to 31st March, 2024.

Pursuant to the provisions of Section 149(10) of the Companies Act, 2013, ("the Act") an Independent Director shall hold office for a term upto five consecutive years on the Board of a Company, but shall be eligible for reappointment of another term on passing a Special Resolution by the Members of the Company.

Smt.Lakshmi Aparna Sreekumar is eligible for reappointment as an Independent Director in terms of Section 149 and has consented to act as a Director in terms of Section 152 of the Act and confirmed that she is not disqualified from being appointed as Director in terms of Section 164 of the Act. She has also given a declaration to the Board that she meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and that she is not aware of any circumstance or situation, which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties with an objective independent judgment and without any external influence.

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Smt.Lakshmi Aparna Sreekumar is proposed to be reappointed as an Independent Director of the Company for the second and final term of 5 consecutive years with effect from 1st April, 2024.

Smt.Lakshmi Aparna Sreekumar hailing from an entrepreneurial family with business interests in Shipping, Logistics and Textile Retail, has been trained and mentored in all aspects of business, management and administration. She is an Independent Director in The India Cements Limited. She has served as a Lecturer at cultural academy and actively involves in several women's welfare, enrichment and empowerment activities. Besides managing an orthopaedic speciality establishment, she actively engages herself in various CSR activities including health care, counselling and nutrition. She also plays an active part in volunteering for organisations involved in Social Work.

Based on the performance evaluation, the Nomination and Remuneration Committee (NRC), after considering "The skills, expertise and competencies required for the Board" to function effectively in conduct of business, ascertained and concluded that Smt.Lakshmi Aparna Sreekumar continues to possess the required skills and capabilities to function effectively as an Independent Director and collectively as the Board of the Company. Smt.Lakshmi Aparna Sreekumar, besides leadership qualities, possesses sufficient knowledge, skills and expertise in Finance and Accounts, Business Strategy, Operations, Marketing, Management and Administration, Taxation and Auditing, Regulatory Compliance etc. After considering her profile, experience, skills, competencies, other details of Smt.Lakshmi Aparna Sreekumar and the contribution made by her during her tenure in the first term of office as an Independent Director, NRC has recommended to the Board of Directors her reappointment as an Independent Director for the aforesaid term and the Board, after evaluating her performance and attributes, approved the same.

Notice in writing under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose the reappointment of Smt.Lakshmi Aparna Sreekumar as an Independent Director of the Company. Smt.Lakshmi Aparna Sreekumar fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations and she is independent of the Management. The Board considers that her reappointment as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Special Resolution as set out in Item No.1 of the Postal Ballot Notice for approval of the Members.

The disclosure containing the profile and other details of Smt.Lakshmi Aparna Sreekumar as required under 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) is annexed to the Postal Ballot Notice.

A copy of the draft letter of reappointment of Smt.Lakshmi Aparna Sreekumar as an Independent Director setting out the terms and conditions would be uploaded on the website of the Company at www.iccaps.com and available for inspection of members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day upto the last date of evoting.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Smt.Lakshmi Aparna Sreekumar and none of Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Place : Chennai
Date : 01.02.2024

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