



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. 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 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 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 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 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 www.cdslindia.com 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 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.</p>
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Type of shareholders	Login Method
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<ol style="list-style-type: none"> <li data-bbox="478 580 1441 987">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.nsdl.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. <li data-bbox="478 987 1441 1108">2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” Portal or click at https:// eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp <li data-bbox="478 1108 1441 1481">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 or joining virtual meeting & voting during the meeting.
<p>Individual Shareholders (holding securities in demat mode) login through their Depository Participants</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 & 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 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 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.
- 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:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	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.
- (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) 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 20.09.2024 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.

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. 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@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 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 th 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