



# THE INDIA CEMENTS LIMITED

Corporate Office : Coromandel Towers, 93, Santhome High Road, Karpagam Avenue,  
R.A. Puram, Chennai - 600 028. Phone : 044-2852 1526, 2857 2100  
Fax : 044-2851 7198, Grams : 'INDCEMENT'

CIN : L26942TN1946PLC000931

SH/NSE/

01.02.2017

National Stock Exchange of India Ltd  
Exchange Plaza, 5th Floor  
Plot No.CI1, G Block  
Bandra-Kurla Complex, Bandra (E)  
**MUMBAI 400 051.**

Dear Sirs,

**Sub.: Compliance of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Outcome of voting results of Postal Ballot and Remote e-voting.**

We refer to our letter dated 30.12.2016 intimating the dispatch of postal ballot notice dated 10.12.2016 to the members of the Company seeking their approval by way of Special Resolutions for issue of equity shares to Employees under The India Cements Employees Stock Option Scheme 2016.

We furnish below the details of voting results of the Postal Ballot and remote e-voting :

- a. Date of AGM : Not Applicable
- b. Total number of shareholders on Record Date : 118074
- c. Number of shareholders present in the meeting either in person or through proxy
- (i) Promoters and promoter group : Not Applicable
- (ii) Public : Not Applicable
- d. No. of shareholders attended the meeting through video conferencing
- (i) Promoters and promoter group : Not Applicable
- (ii) Public : Not Applicable

**e. Agenda wise disclosure:**

**Issue of equity shares to Employees under The India Cements Employees Stock Option Scheme 2016:**

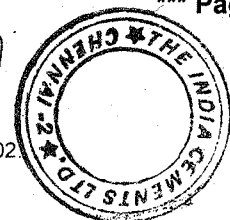
Resolution required : Special Resolutions

Whether promoter / promoter group are interested in the agenda/ resolution? : No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	136438023	103066241	75.54	65500012	37566229	63.55	36.45
	Poll		NA	NA	NA	NA	NA	NA
	Postal Ballot		0	0	0	0	0	0
	Total		103066241	75.54	65500012	37566229	63.55	36.45
Public- Non Institutions	E-Voting	83807246	20846002	24.87	20822883	23119	99.89	0.11
	Poll		NA	NA	0	0	0	0
	Postal Ballot		248073	0.30	237081	10992	95.57	4.43
	Total		21094075	25.17	21059964	34111	99.84	0.16
<b>Total</b>		<b>307178657</b>	<b>211093704</b>	<b>68.72</b>	<b>173493364</b>	<b>37600340</b>	<b>82.19</b>	<b>17.81</b>

\*\*\* Page:02

*S. Sridharan*





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We write this to inform you that the aforesaid Special resolutions have been passed with requisite majority. We enclose the Scrutinizer's Report dated 31.01.2017 for your records.

Thanking you,

Yours faithfully,  
for THE INDIA CEMENTS LIMITED

**COMPANY SECRETARY**

Encl.: As above

31.01.2017

**Scrutinizer's Report - Combined**

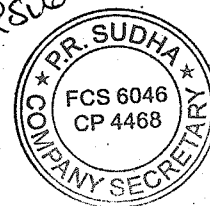
(Pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management and Administration) Rules, 2014.

To  
The Vice Chairman & Managing Director  
The India Cements Limited  
Corporate Office: Coromandel Towers  
93, Santhome High Road  
Karpagam Avenue, R.A. Puram  
Chennai – 600 028

Dear Sir,

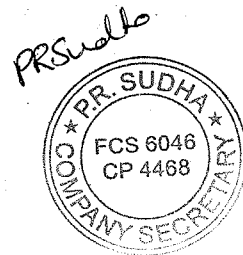
**Sub: Special Resolutions passed through Postal Ballot and remote e-voting as set out in the Notice dated 10.12.2016**

1. I, P.R.Sudha, Company Secretary in Practice have been appointed as Scrutinizer by the Board of Directors of The India Cements Limited (the Company), having its Registered Office at 'Dhun Building', 827, Anna Salai, Chennai 600 002, to conduct and scrutinize the postal ballot voting and e-voting process in respect of the Special resolution set out in the Postal Ballot Notice dated 10.12.2016.
2. The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, relating to postal ballot voting process and voting by electronic means on the special resolution set out in the Notice of Postal Ballot dated 10.12.2016.
3. My responsibility as Scrutinizer is restricted to making a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by NSDL for e-voting and the Postal ballots received.



4. I submit my report as under :

- a. The company had completed the dispatch of postal ballot forms along with postage prepaid business reply envelope on 29.12.2016 to its members whose names appeared on the Registrar of Members / List of beneficiaries received from National Securities Depository Limited (NSDL) and Central India Depository Services Limited (CDSL) as on the cut-off date, 23.12.2016.
- b. Pursuant to Rule 22 (3) of Companies (Management and Administration) Rules, 2014, Public Advertisement with respect to dispatch of notices and conducting of Postal Ballot including e voting through electronic means was published in Business Line, an English Newspaper on 30.12.2016 and Dinamani, a Vernacular Newspaper on 30.12.2016.
- c. The Company has appointed NSDL to provide to its Members the remote e-voting facility to cast their vote through electronic means.
- d. The Shareholders of the Company had an option to vote on the resolution either through postal ballot forms physically or through the remote e-voting services provided by NSDL.
- e. The e-voting commenced from Sunday, 01.01.2017 at 9.00 a.m. and remained open till 5.00 p.m. on Monday, 30.01.2017.
- f. I have unblocked the votes cast under remote e-voting facility of NSDL at 5.10 pm on 30.01.2017 in the presence of Mr R Kalyana Raman and Mr. Manoj Raja who are not in the employment of the company.
- g. I have downloaded the data of e-voting after the e-voting module was disabled by National Securities Depositories Limited (NSDL) at 5.15 pm on 30.01.2017.
- h. All postal ballot forms received till 30.01.2017 up to 5.00 p.m. were considered for my scrutiny.
- i. The Postal Ballot Forms were scrutinized and verified with the records available with the Registrar and Share Transfer Agent as on cut off date i.e. 23<sup>rd</sup> December 2016
- j. I did not find any defaced or mutilated ballot paper.
- k. Postal ballot papers received after the closure of working hours i.e., 5.00 P.M. on 30.01.2017, were not taken into account.



I. The summary of postal ballot forms received and remote e-voting is given below :

**Approval for issue of equity shares to Employees under The India Cements Employees Stock Option Scheme 2016 (ESOS 2016)**

Nature of resolution: Special resolution

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	474	173256283	
POSTAL BALLOT	643	237081	
TOTAL (A)	1117	173493364	82.19

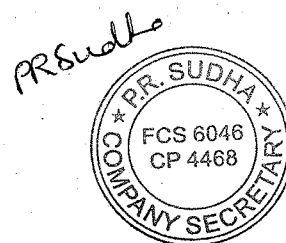
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	175	37589348	
POSTAL BALLOT	97	10992	
TOTAL (B)	272	37600340	17.81

Total Votes (A+B)	1389	211093704	100
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(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting			
POSTAL BALLOT	72	53021	
Total	72	53021	

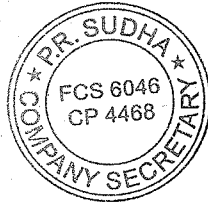


In terms of Rule 20 and 22 of the Rules, the electronic data along with postal ballots papers and all other documents relating to the remote e-voting and Postal Ballot shall be handed over to Mr.S.Sridharan, Company Secretary of the Company for safe keeping.

Thanking You,

Yours Faithfully,

*PR Sudha*



**P R SUDHA**  
Practicing Company Secretary  
FCS: 6046 CP No: 4468

Place: Chennai

**For THE INDIA CEMENTS LIMITED**

*N. Srinivasan*  
**N.SRINIVASAN**  
**VICE CHAIRMAN &**  
**MANAGING DIRECTOR**