



THE INDIA CEMENTS LIMITED

CIN: L26942TN1946PLC000931

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

Corporate Office: 'Coromandel Towers', 93, Santhome High Road,
Karpagam Avenue, R.A.Puram, Chennai – 600 028.

Website: www.indiacements.co.in E-Mail Id: investor@indiacements.co.in

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NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventy-fifth Annual General Meeting of The India Cements Limited will be held at 10.00 A.M. [Indian Standard Time] (IST) on Wednesday, the 8th September, 2021, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 and the 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 the Report of Auditors thereon.
3. To declare dividend on Equity Shares for the financial year ended 31st March, 2021.
4. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT Smt. Nalini Murari Ratnam (DIN: 07884044) 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:

5. To appoint Sri T.S.Raghupathy as a Director of the Company and for that purpose to consider and if thought fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a Member of the Company as required under Section 160 of the Companies Act, 2013:
"RESOLVED THAT Sri T.S.Raghupathy (DIN: 00207220) be and is hereby appointed as a Director of the Company, subject to retirement by rotation."
6. To appoint Sri S.Christopher Jebakumar as a Director of the Company and for that purpose to consider and if thought fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a Member of the Company as required under Section 160 of the Companies Act, 2013:
"RESOLVED THAT Sri S.Christopher Jebakumar (DIN: 06956160) be and is hereby appointed as a Director of the Company, subject to retirement by rotation."
7. To appoint Sri V.Ranganathan as a Director of the Company and for that purpose to consider and if thought fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a Member of the Company as required under Section 160 of the Companies Act, 2013:
"RESOLVED THAT Sri V.Ranganathan (DIN: 00550121) be and is hereby appointed as a Director of the Company, subject to retirement by rotation."
8. To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:
"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-enactments thereof for the time being in force) and Regulation 16(1)(b) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri S.Balasubramanian Adityan (DIN:00036898), a Non-executive Independent Director of the Company, whose first term of office as an Independent Director of the Company concluded on 06.12.2020 and who has submitted a declaration that he 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 his 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 07.12.2020 to 06.12.2025 and that he shall not be liable to retire by rotation."

9. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“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-enactments thereof for the time being in force) and Regulation 16(1)(b) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri Krishnan Skandan (DIN: 01945013), who was appointed as an Additional and Non-executive Independent Director by the Board of Directors on 27.01.2021 and who holds office upto this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and who is eligible for appointment as an Independent Director 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 his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 consecutive years from 27.01.2021 to 26.01.2024 and that he shall not be liable to retire by rotation.”

10. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“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-enactments thereof for the time being in force) and Regulation 16(1)(b) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri Sanjay Shantilal Patel (DIN: 00283429), who was appointed as an Additional and Non-executive Independent Director by the Board of Directors on 03.04.2021 and who holds office upto this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and who is eligible for appointment as an Independent Director 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 his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 consecutive years from 03.04.2021 to 02.04.2024 and that he shall not be liable to retire by rotation.”

11. To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:

“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-enactments thereof for the time being in force) and Regulation 16(1)(b) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri Basavaraju (DIN: 01252772), a Non-executive Independent Director of the Company, whose first term of office as an Independent Director of the Company concluded on 10.08.2021 and who has submitted a declaration that he meets the criteria of independence as provided in 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 his 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 two consecutive years from 11.08.2021 to 10.08.2023 and that he shall not be liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) (‘the Act’) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, framed thereunder (including any amendment thereof for the time being in force), Regulation 17(6)(e) and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (‘Listing Regulations’), other applicable Laws and Regulations, if any, Articles of Association of the Company and subject to requisite approvals, as may be required and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the Company hereby accords its approval and consent for the reappointment of Sri. N. Srinivasan (DIN: 00116726), aged about 76 Years, as Managing Director of the Company for a period of five years with effect from 26th May 2021 and for the payment of remuneration to him on the following terms for his services as Managing Director:

- (a) Salary: ₹ 50,00,000/- per month
- (b) Commission: Such percentage of commission (in addition to salary, allowances, perquisites and benefits hereinafter stated) calculated with reference to the net profit of the Company for each financial year as may be recommended by the Nomination and Remuneration Committee and fixed by the Board of Directors.



(c) Allowances and other Perquisites:

(i) Housing:

Rent free accommodation will be provided to the Managing Director for which 10% of salary will be recovered. In case no accommodation is provided by the Company, house rent allowance at 30% of salary, shall be paid. In addition, the Managing Director shall be allowed free use of the Company owned furniture and other consumer durables, as required.

(ii) Others:

The Managing Director will also be entitled to other allowances and perquisites together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel allowance for self and family, club fees, personal accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors with the Managing Director, so however, that the value of such perquisites and allowances will be subject to a maximum of 45% of the annual salary.

Perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provision for the use of Company's car for official duties and telephone, telefax, audio / video conferencing and other communication facilities at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.

Company's contribution to Provident Fund and Superannuation Fund, Gratuity payable as per the rules of the Company applicable to senior management personnel and encashment of leave at the end of tenure shall not be included in the computation of limits for the perquisites and allowances as aforesaid."

"RESOLVED FURTHER THAT the remuneration by way of salary, allowances, perquisites and other benefits as specified above, including commission, payable to Sri. N.Srinivasan, Managing Director, during his tenure of office will be in accordance with the provisions of Section 197 of the Companies Act, 2013 read with Schedule V to the Act."

"RESOLVED FURTHER THAT pursuant to Regulation 17(6)(e) of the Listing Regulations and applicable provisions of the Act read with the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), and other applicable provisions, if any and as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the Company be and is hereby accorded for the payment of remuneration, as per terms and conditions detailed in the above resolutions, to Sri N.Srinivasan, Managing Director, who is also the Executive Director and Promoter of the Company, notwithstanding that

(a) the annual remuneration payable to him exceeding ₹ 5 Crores or 2.5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Act, whichever is higher, or

(b) the aggregate annual remuneration of all the Executive Directors exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Act for the tenure of appointment of Sri N. Srinivasan, as Managing Director."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during his term of office, the Company will pay remuneration by way of salary, allowances, perquisites and benefits as specified above as minimum remuneration to Sri N.Srinivasan, Managing Director, subject to obtaining any other requisite approvals."

"RESOLVED FURTHER THAT the Board of Directors (including Committees thereof) be and is hereby authorised to take all necessary steps as may be required to give effect to the aforesaid resolutions."

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

"RESOLVED THAT pursuant to Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, ("Listing Regulations"), and the provisions of Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) ("Act") and the Rules made thereunder and as per the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the consent of the Company be and is hereby accorded for continuation of the payment of existing remuneration to Smt.Rupa Gurunath (DIN: 01711965), Wholetime Director, who is also the Executive Director and Promoter of the Company, at such terms and conditions, as approved by the Members at the Seventy-fourth Annual General Meeting of the Company held on 28th September, 2020, notwithstanding that

- (a) the annual remuneration payable to her exceeding Rs. 5 Crores or 2.5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013, whichever is higher, or
- (b) the aggregate annual remuneration of all the Executive Directors exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Companies Act, 2013

during the remaining term of her office from 01.04.2021 to 04.03.2025.”

“RESOLVED FURTHER THAT all the existing terms and conditions of remuneration including salary, commission, allowances, perquisites and other benefits payable to Smt. Rupa Gurunath, Wholetime Director, as approved by the Members at the Seventy-fourth Annual General Meeting held on 28th September, 2020 shall remain unchanged.”

“RESOLVED FURTHER THAT the Board of Directors (including Committees thereof) be and is hereby authorized to take all necessary steps as may be required to give effect to the aforesaid Resolutions.”

14. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force), the remuneration of ₹ 20 Lakhs (Rupees Twenty Lakhs only) payable to Sri S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor, besides reimbursement of applicable tax, travelling and out of pocket expenses, for auditing the cost accounts of the Company in respect of Cement Plants, including Grinding Units, Electricity Plants and Ready Mix Concrete (Organic and Inorganic Chemicals) Units for the year ending 31st March, 2022, as recommended by the Audit Committee and approved by the Board of Directors, be and is hereby ratified.”

NOTES:

1. Explanatory Statement is annexed to the Notice of the Seventy-fifth Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of Items No. 5 to 14 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 (SS2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment / reappointment at the Annual General Meeting are annexed hereto for Items No. 4 to 12 of the Notice convening the 75th 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 Seventy-fifth 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.

National Securities Depository Limited (‘NSDL’) 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 vote during the AGM through e-Voting system is explained in Note No.21 below and is also available on the website of the Company at www.indiacements.co.in.

Members are hereby informed that the Seventy-fifth 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 Seventy-fifth 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 Seventy-fifth 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.indiacements.co.in' and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com. from where it can be downloaded. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, 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.21 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 Directors and Key Managerial Personnel and their shareholding, as maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection of Members on the website of the Company at www.indiacements.co.in and at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day, prior to the date of the meeting.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 02.09.2021 to 08.09.2021 (both days inclusive).
11. The equity dividend as recommended by the Board, if approved at the Annual General Meeting, will be paid on or before 07.10.2021 to those Members (or their mandatees) whose names will appear in the Company's Register of Members as on 01.09.2021. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.

Members are requested to update their KYC, Bank account details including residential status and Permanent Account Number (PAN) and Category as per Income Tax Act (IT Act), with their DPs (where the shares are held in demat form) and with the RTA (where the shares are held in physical form) on or before 27.08.2021 in order to process the dividend payment directly into their bank accounts on the payout date and to be in compliance with Tax Deducted at Source (TDS) requirement under IT Act.

Shares held in physical form: Shareholders who have not updated their mandate for receiving the dividends directly in their bank accounts through Electronic Clearing Services (ECS) or any other means ("Electronics Bank Mandate"), can register their Electronic Bank Mandate to receive dividends directly into their bank account electronically, by sending following details / documents, in addition to the documents mentioned in the above para, to the Company / RTA:

- a) Name and Branch of the bank in which dividend is to be received;
- b) Bank account type;
- c) Bank Account Number allotted by your bank after implementation of Core Banking Solutions;
- d) 11 digit IFS Code;
- e) 9 digit MICR Code Number; and
- f) Self-attested scanned copy of cancelled cheque bearing the name of the member or first holder, in case shares are held jointly.

Shares held in Demat Form: Please contact your Depository Participant (DP) and get your e-mail ID and Bank Account details registered / updated in your Demat Account by your DP.

In the event the Company is unable to pay the dividend to any Shareholder by electronic means, due to non-registration of Bank Account, the Company shall dispatch the dividend warrant to such Shareholder.

12. DEDUCTION OF TAX AT SOURCE ON DIVIDEND:

Pursuant to the provisions of the Income Tax Act, 1961, as amended by the Finance Act, 2020, dividend income will be taxable in the hands of the Shareholders with effect from 01.04.2020. The Company is required to deduct Tax at Source (TDS) from the dividend payable to the Shareholders at prescribed rates in the Income Tax Act, 1961. In order to enable the Company to determine the appropriate TDS rate as applicable for various categories of Shareholders, members are requested to refer to the Income Tax Act for the same and update their details viz., Residential Status, PAN, Category as per the Income Tax with their Depository Participants (in case shares are held in Demat form) or forward the same to the Company / RTA at investor@indiacements.co.in / corpserv@integratedindia.in (in case shares are held in physical form).

Declaration in Form No. 15G / Form 15H, as applicable, fulfilling certain conditions to claim exemption from deduction of tax at source should be sent to the RTA on or before 27.08.2021. Please download Form 15G / 15H from the Income Tax website www.incometaxindia.gov.in. No communication would be accepted from members beyond 27.08.2021 regarding the tax on dividend matters.

13. Members are requested to contact the Registrar and Share Transfer Agent (RTA) for all matters connected with the Company's shares at Integrated Registry Management Services Private Limited, 2nd Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600017, Tel.: 044-28140801 to 28140803 & Fax: 044-28142479; Email:corpserv@integratedindia.in.

Members holding shares in physical form are requested to notify all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc., to the RTA. Members holding shares in physical form in more than one folio are requested to write to the RTA immediately enclosing their Share Certificates for consolidation of their holdings into one folio.

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.

14. The Ministry of Corporate Affairs, vide its notification dated May 7, 2018, has dispensed with the requirement of ratification of appointment of Auditors by the Members at every Annual General Meeting (AGM). Accordingly, no resolution is proposed at the AGM for ratification of appointment of M/s.K.S. Rao & Co., Chartered Accountants and M/s.S.Viswanathan LLP, Chartered Accountants, Statutory Auditors, who were appointed in the AGM held on 4th September, 2017 for a term of five years to hold office from the conclusion of the Seventy-first AGM until the conclusion of the Seventy-sixth AGM of the Company.
15. Unclaimed dividends upto and including the financial year 1994-95 have been transferred to the General Revenue Account of the Central Government. Shareholders who have not encashed their dividend warrants relating to financial year(s) upto 1994-95 may claim the same from the Registrar of Companies, Tamil Nadu-I, Chennai, No.26, Haddows Road, Chennai 600006, in the prescribed form which will be supplied by the Company / RTA on request.



16. Unclaimed dividends for the financial years from 1995-96 to 2000-01, 2006-07 to 2012-13 have been transferred to Investor Education and Protection Fund (IEPF). Dividend for the financial years ended 31st March, 2016 to 31st March, 2020 which remain unpaid or unclaimed for a period of 7 years will be transferred to IEPF established under Section 125 of the Companies Act, 2013 on the respective due dates of transfer. Shareholders who have not encashed dividend warrant(s) so far for the financial years ended 31st March, 2016 to 31st March, 2020 are requested to make their claim forthwith to the Company / RTA.

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 are required to be transferred to the Demat account of IEPF Authority. Accordingly, the Company had transferred equity shares on which dividend remained unpaid / unclaimed for the financial years 2008-09 to 2012-13 to the IEPF Authority, after following the procedures prescribed in the aforesaid Rules. A Statement containing the details of such shareholders whose equity shares were transferred to IEPF Authority is available on the Company's website at www.indiacements.co.in under the heading "Investors Corner".

No dividend was declared for the financial year 2013-14 and hence, no unclaimed dividend and its corresponding shares are due to be transferred to IEPF during the financial year 2021-22.

It may be noted that all benefits, if any, which may accrue in future on the shares transferred to IEPF, including bonus shares, dividend, etc. will be credited / transferred to the IEPF account. Any claim in respect of the said shares / dividend so transferred, may be submitted online to IEPF Authority in the prescribed e-form IEPF-5 by following the procedures laid down in the Rules, available on the IEPF website: www.iepf.gov.in.

In terms of the aforesaid Rules, the Company had filed with the MCA the information on unclaimed dividend as on 31.03.2020 and hosted the same on the Company's website: www.indiacements.co.in under the heading "Investors Corner".

17. 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 interested in availing this nomination facility are requested to write to the Company / RTA, in case shares are held in physical form or to the depository participants in case shares are held in demat form.
18. 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.
19. The Securities and Exchange Board of India (SEBI), has mandated submission of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in electronic form are requested to submit their PAN and Bank Account details to the Depository Participant with whom they maintain their Demat Account. 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.
20. In terms of the SEBI (Listing Obligations and 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 view of the above, members are advised to dematerialise equity shares held by them in physical form.
21. Electronic Voting (e-Voting)
- I In compliance with 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 and Disclosure Requirements) Regulations, 2015 (as amended), and the Secretarial Standards issued by the Institute of Company Secretaries of India and the Circulars issued by the 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 pleased to provide to its members the facility of remote e-voting and voting through e-voting system during the AGM to cast their vote on resolutions, in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.

- II The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled / eligible to cast their vote again.
- III The remote e-voting period commences on 04.09.2021 at 9:00 A.M. (IST) and ends on 07.09.2021 at 5:00 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 01.09.2021 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 01.09.2021.
- IV Smt. P.R.Sudha, Company Secretary in Practice (Membership No.F6046, C.P.No.4468), has been appointed as the Scrutinizer to scrutinize the e-voting and remote e-Voting process in a fair and transparent manner.
- V **THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND VOTING AT THE ANNUAL GENERAL MEETING:**

The procedure to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system


A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode :

In terms of SEBI circular No.SEBI/HO/CFD/CMD/CIR/P/2020/242 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 advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered with NSDL IDeAS facility, you can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added 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 i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
	2. If you are 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
	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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <p style="text-align: center;">  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL.</p>	<p>1. Existing users who have opted for Easi / Easiest, they can login through their 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 www.cdslindia.com and click on New System Myeasi.</p> <p>2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/ Registration/ EasiRegistration</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in 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 provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.</p>
<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. Upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL 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 above mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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
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 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.



- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsd.com.
 - b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join General Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sudha.pr2@gmail.com or sudha_pr@yahoo.com with a copy marked to evoting@nsdl.co.in.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to evoting@nsdl.co.in or contact Ms. Pallavi Mhatre, Manager at e-mail ID: evoting@nsdl.co.in or write to National Securities Depository Limited (NSDL) at Trade World, ‘A’ Wing, Kamala Mills Compound, Lower Parel, Mumbai - 400 013.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Company at investor@indiacements.co.in or to the RTA at corpserv@integratedindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to the Company at investor@indiacements.co.in or to the RTA at corpserv@integratedindia.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. 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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM:

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be 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 in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under “**Join General meeting**” menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.



2. Members are encouraged to join the Meeting through Laptops for better experience.
 3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
 4. 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.
 5. Shareholders who would like to express their views / ask questions / seek any information during the meeting with regard to any items of business to be transacted at the AGM may register themselves as a speaker by sending their request from their registered email ID in advance i.e., on or before 1st September, 2021 mentioning their name, Demat Account Number (DP ID and Client ID) / Folio Number, email ID, PAN and mobile number to the Company at investor@indiacements.co.in. 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 1st September, 2021 mentioning their name, Demat Account Number (DP ID and Client ID) / Folio Number, email ID, mobile number and PAN at investor@indiacements.co.in. These queries will be replied to by the company suitably.
 6. 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.
- VI The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 01.09.2021.
- VII Any person, who acquires shares of the Company and becomes a member of the Company after forwarding the notice and holding shares as of the cut-off date i.e. 01.09.2021, may obtain the login ID and password by sending an email to investor@indiacements.co.in or corpserv@integratedindia.in or evoting@nsdl.co.in by mentioning their DP ID and Client ID No.
- VIII 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.
- IX 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.
- X The Results declared along with the report of the Scrutinizer shall be placed on the Company's website at www.indiacements.co.in and on the website of NSDL at www.evoting.nsdl.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 the BSE Limited and National Stock Exchange of India Limited, where equity shares of the Company are listed.

(By Order of the Board)
for **THE INDIA CEMENTS LIMITED**

Place : Chennai
Date : 11.08.2021

S.SRIDHARAN
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 DIRECTORS PROPOSED TO BE APPOINTED / REAPPOINTED, VIDE ITEM NOS. 4 TO 12 OF THE NOTICE CONVENING THE 75TH ANNUAL GENERAL MEETING OF THE COMPANY

(i)	Name of the Director	:	Smt. Nalini Murari Ratnam
	Director Identification Number (DIN)	:	07884044
	Date of Birth	:	26 th November 1960
	Date of appointment on the Board as Director	:	7 th February 2020
	Category of Directorship	:	Nominee Director, Life Insurance Corporation of India
	Date of last reappointment as Director	:	Not applicable
	Expertise in specific functional areas	:	IT, Personnel and Insurance
	Qualification	:	M.Sc., M.Phil.
	Brief Profile / Experience	:	Smt. Nalini Murari Ratnam served in Life Insurance Corporation of India (LIC) for over 3 decades in different capacities, handling various assignments in LIC relating to New Business, CRM, IT, Personnel amongst other areas and the last being Executive Director (NB&R). She has varied experience in all aspects of Life Insurance.
	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	:	Nil
	Chairman / Member of the Committees of Board of Directors of the Company	:	Nil
	Chairman / Member of the Committees of Board of Directors of other Companies in which she is a Director	:	Nil
Relationships between directors inter-se	:	Nil	
Relationships between Key Managerial Personnel	:	Nil	
(ii)	Name of the Director	:	Sri T.S.Raghupathy
	Director Identification Number (DIN)	:	00207220
	Date of Birth	:	4 th November 1951
	Date of appointment on the Board as Director	:	6 th November 2020
	Category of Directorship	:	Non-independent, Non-executive Director liable to retire by rotation
	Date of last reappointment as Director	:	Not applicable
	Expertise in specific functional areas	:	Management & Administration, Marketing, etc.
	Qualification	:	B.Com., M.M.S.



Brief Profile / Experience	:	Sri T.S.Raghupathy has held various positions in the Company and retired as Senior Executive President in March 2014 and was a Special Advisor to the Company until October 2020. He has more than 3 decades of extensive and varied experience in the Company in-charge of Marketing, Operations, Administration, Human Resource Management etc., and has more than 4 decades of experience in the Cement Industry, as a whole.
Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	133078
List of outside Directorships held in Listed / Public Companies	:	Coromandel Sugars Limited India Cements Investments Services Limited Industrial Chemicals and Monomers Limited
Chairman / Member of the Committees of Board of Directors of the Company	:	Audit Committee - Member
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	:	Coromandel Sugars Limited Audit Committee - Chairman
Relationships between directors inter-se	:	Nil
Relationship with Key Managerial Personnel	:	Nil

(iii)	Name of the Director	:	Sri S.Christopher Jebakumar
	Director Identification Number (DIN)	:	06956160
	Date of Birth	:	25 th December, 1972
	Date of appointment on the Board as Director	:	3 rd April, 2021
	Category of Directorship	:	Nominee Director, IDBI Bank Limited
	Date of last reappointment as Director	:	Not applicable
	Expertise in specific functional areas	:	Banking
	Qualification	:	M.B.A (Banking and Finance), Masters Degree in Horticulture, Certified Banking Compliance Professional from IIBF, CAIIB
	Brief Profile / Experience	:	Sri S.Christopher Jebakumar has been working in the Banking Sector for more than 2 decades in various verticals including MSME Business, Risk Management, Treasury Front Office, Domestic Resources Department and currently, he is working as General Manager and Senior Regional Head in Retail Banking Group, IDBI Bank 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	:	Nil
	Chairman / Member of the Committees of Board of Directors of the Company	:	Nil
	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

(iv)	Name of the Director	:	Sri V.Ranganathan
	Director Identification Number (DIN)	:	00550121
	Date of Birth	:	10 th November 1958
	Date of appointment on the Board as Director	:	29 th August 2016
	Date of last reappointment as an Independent Director	:	29 th August, 2019
	Term of Office as Independent Director	:	Till 28 th August, 2021
	Date of appointment as Non-independent, Non-executive Director liable to retire by rotation	:	11 th August, 2021 (To be effective from 29 th August 2021)
	Category of Directorship	:	Non-independent, Non-executive Director liable to retire by rotation
	Expertise in specific functional areas	:	Tax and Regulatory Services
	Qualification	:	B.Com., C.A., C.S.,
	Brief Profile / Experience	:	Sri V.Ranganathan has worked for Murugappa Group for 14 years in the areas of Finance, Secretarial and Taxation. He served at Ernst & Young (E&Y) as a Partner for nearly 20 years.
	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> 1.TTK Healthcare Limited 2. Nitta Gelatin India Limited <u>Others:</u> 1. Muthoot Housing Finance Company Limited
	Chairman / Member of the Committees of Board of Directors of the Company	:	Audit Committee – Member

(v)	Name of the Director	:	Sri S.Balasubramanian Adityan
	Director Identification Number (DIN)	:	00036898
	Date of Birth	:	8 th March, 1965
	Date of appointment on the Board as Director	:	7 th December, 2015
	Category of Directorship	:	Independent, Non-Executive Director
	Date of last reappointment as Director	:	Not applicable
	Expertise in specific functional areas	:	Management & Administration and a Leading Industrialist
	Qualification	:	B.Com.



	Brief Profile / Experience	:	Sri S.Balasubramanian Adityan is a reputed Educationalist, Journalist and leading Industrialist. He is presently Managing Director of Metronation Chennai Television Private Limited and Director of Daily Thanthi Private Limited, a Leading Tamil Daily.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	24,236
	List of outside Directorships held in Listed / Public Companies	:	Nil
	Chairman / Member of the Committees of Board of Directors of the Company	:	Chairman - Audit Committee
	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
(vi)	Name of the Director	:	Sri Krishnan Skandan
	Director Identification Number (DIN)	:	01945013
	Date of Birth	:	8 th December, 1956
	Date of appointment on the Board as Director	:	27 th January, 2021
	Category of Directorship	:	Independent, Non-Executive Director
	Date of last reappointment as Director	:	Not applicable
	Expertise in specific functional areas	:	Indian Administrative Service (Retd.). Legal Affairs, Administration and Management
	Qualification	:	Bachelor's Degree in Public Administration and History. Masters Degree in Political Science, Development Studies and Rural Development Planning. Bachelor of Laws.
	Brief Profile / Experience	:	Sri Krishnan Skandan has served in Central and State Governments at senior levels and involved in the promotion of Industrial Development and had been the Nominee Director in Major Joint Sector and Public Sector Companies, viz., Titan, NLC, CPCL etc. He also served as Chairman & Managing Director of TNPL Ltd., and as Chairman of TNEB. He was the Nominee Director of Security Printing & Minting Corporation of India Limited during 2007-14 in the Central Government. As advisor to the Governor of Jammu and Kashmir State (2019), he was responsible for the formulation and implementation of Industrial Policy and chaired all its major Corporations. Presently, he is a Corporate Consultant, Member of the Tamil Nadu Bar Association and in the Panel of Arbitrators in the Nani Palkhivala Arbitration Centre and has Qualified as an International Arbitrator from the Chartered Institute of Arbitration, London.
	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	:	Malabar Sports and Recreation Foundation
	Chairman / Member of the Committees of Board of Directors of the Company	:	Nil

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

(vii)	Name of the Director	:	Sri Sanjay Shantilal Patel
	Director Identification Number (DIN)	:	00283429
	Date of Birth	:	23 rd March, 1952
	Date of appointment on the Board as Director	:	3 rd April, 2021
	Category of Directorship	:	Independent, Non-Executive Director
	Date of last reappointment as Director	:	Not applicable
	Expertise in specific functional areas	:	Audit, Taxation and Financial Management
	Qualification	:	B.Com (Hons.) F.C.A.
	Brief Profile / Experience	:	Sri Sanjay Shantilal Patel was the Founder of J.R.S. Patel & Co., Chartered Accountants, which was later converted into a Partnership Firm and is presently in the name of JHS & Associates LLP. He has vast experience in Income Tax (Corporate), International Tax Laws, FEMA, Venture Capital Financing and Mergers. He is a Member of the Advisory Committee of many international firms, hospitals, banks etc.
	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	:	Nil
	Chairman / Member of the Committees of Board of Directors of the Company	:	Nil
	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

(viii)	Name of the Director	:	Sri Basavaraju
	Director Identification Number (DIN)	:	01252772
	Date of Birth	:	25 th January, 1951
	Date of appointment on the Board as Director	:	11 th August, 2018
	Category of Directorship	:	Independent, Non-executive Director
	Date of last reappointment as Director	:	Not applicable
	Expertise in specific functional areas	:	Marketing, Administration and Training
	Qualification	:	Masters Degree in English Literature
	Brief Profile / Experience	:	Sri Basavaraju served in Life Insurance Corporation of India (LIC) for three and a half decades in various capacities in charge of Finance and Accounts, Marketing, Personnel & Industrial Relations and the last being Zonal Head (in the cadre of Executive Director) and as Chair Professor (Life) and Head of the Life Insurance wing at National Insurance Academy, Pune. He was a Nominee Director of LIC in Companies including our Company.



	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	:	Nil
	Chairman / Member of the Committees of Board of Directors of the Company	:	Nil
	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

(ix)	Name of the Director	:	Sri N. Srinivasan
	Director Identification Number (DIN)	:	00116726
	Date of Birth	:	3 rd January, 1945
	Date of appointment on the Board as Director	:	15 th September, 1989
	Category of Directorship	:	Promoter, Executive Director
	Date of last reappointment as Managing Director	:	26 th May, 2016
	Expertise in specific functional areas	:	Cement Industry
	Qualification	:	B.Sc., (Tech.), M.S. (IIT), Chicago
	Brief Profile / Experience	:	Sri.N.Srinivasan is the Vice Chairman & Managing Director of the Company having more than four and half decades of experience in Cement Industry. He is the Chief Executive Officer (CEO) of the Company. Apart from the day-to-day management of the Company, the Board of Directors has entrusted to him the responsibility of successful and timely execution of various capital expenditure plans and expansion of capacities. Under the Leadership of Sri N.Srinivasan, the Company has witnessed significant growth over the past three decades and has emerged as one of the largest cement Companies in South India.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	:	1124415
	List of outside Directorships held in Listed / Public Companies	:	<u>Listed Company:</u> 1.MM Forgings Limited <u>Others:</u> 1.Coromandel Electric Company Limited 2.Coromandel Sugars Limited 3.ICL Financial Services Limited 4.ICL Securities Limited
	Chairman / Member of the Committees of Board of Directors of the Company	:	Stakeholders Relationship Committee -Member
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	:	MM Forgings Limited Audit Committee - Chairman
Relationships between directors inter-se	:	Spouse of Smt Chitra Srinivasan, Director and Father of Smt.Rupa Gurunath, Wholetime Director	
Relationship with Key Managerial Personnel	:	Father of Smt.Rupa Gurunath, Wholetime Director	

EXPLANATORY STATEMENT ANNEXED TO THE NOTICE OF THE SEVENTYFIFTH ANNUAL GENERAL MEETING OF THE COMPANY AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF ITEM NOS. 5 TO 14 OF THE SAID NOTICE

Item No.5

The Board, based on the recommendation of the Nomination and Remuneration Committee, co-opted Sri T.S.Raghupathy (DIN: 00207220), as an Additional Non-executive and Non-Independent Director of the Company with effect from 6th November, 2020.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Sri T.S.Raghupathy will hold office up to the date of the Seventy-fifth Annual General Meeting of the Company.

Notice in writing under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose the appointment of Sri T.S.Raghupathy as a Director of the Company liable to retire by rotation. The disclosure containing the profile and other details of Sri T.S.Raghupathy 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 Notice.

Considering Sri T.S.Raghupathy's qualification, acumen, rich experience, expertise in functional areas of Management, Administration and Marketing and his contribution to the Company for over three decades, the Nomination and Remuneration Committee, after evaluating his performance, has recommended his appointment as a Non-executive Non-independent Director liable to retire by rotation and the Board approved the same. The Board considers that the appointment of Sri T.S.Raghupathy as a Director, as aforesaid, would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolution as set out in Item No.5 of the Notice convening the 75th Annual General Meeting of the Company for approval of the Members.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Sri T.S.Raghupathy 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.

Item No.6

Sri S.Christopher Jebakumar (DIN: 06956160) was appointed by the Board of the Company as Nominee Director with effect from 3rd April, 2021 in the casual vacancy caused by withdrawal of nomination of Sri V.Venkatakrishnan by IDBI Bank Limited and he will hold office upto the date of 75th Annual General Meeting of the Company.

Notice in writing under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose the appointment of Sri S.Christopher Jebakumar as a Director of the Company liable to retirement by rotation.

The disclosure containing the profile and other details of Sri S.Christopher Jebakumar 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 Notice.

The Nomination and Remuneration Committee, after considering Sri S.Christopher Jebakumar's profile, experience and performance, has recommended his appointment as a Director liable to retirement by rotation and the Board approved the same. The Board considers that the appointment of Sri S.Christopher Jebakumar as a Director, as aforesaid, would be in the best interests of the Company. Hence the Board recommends the Ordinary Resolution as set out in Item No.6 of the Notice convening the 75th Annual General Meeting of the Company for approval of Members.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Sri S.Christopher Jebakumar 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.

Item No.7

The present and final term of office of Sri V.Ranganathan (DIN:00550121) as an Independent Director of the Company would conclude on 28.08.2021. The Board, based on the recommendation of the Nomination and Remuneration Committee, co-opted Sri V.Ranganathan, as an Additional Non-executive and Non-Independent Director of the Company with effect from 29th August, 2021.



Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Sri V.Ranganathan will hold office up to the date of the 75th Annual General Meeting of the Company.

Notice in writing under Section 160 of the Companies Act, 2013 has been received from a member signifying his intention to propose the appointment of Sri V.Ranganathan as a Director of the Company liable to retire by rotation. The disclosure containing the profile and other details of Sri V.Ranganathan 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 Notice.

Considering Sri V.Ranganathan's qualification, acumen, rich experience, expertise in functional areas of finance, accounts, audit & taxation and his contribution to the Company during his tenure as Independent Director, the Nomination and Remuneration Committee, after evaluating his performance, has recommended the appointment of Sri V.Ranganathan as Non-executive Non-independent Director liable to retire by rotation and the Board approved the same. The Board considers that the appointment of Sri V.Ranganathan as a Director, as aforesaid, would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolution as set out in Item No.7 of the Notice convening the 75th Annual General Meeting of the Company for approval of the Members.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Sri V.Ranganathan 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.

Item No.8

Sri S.Balasubramanian Adityan (DIN: 00036898) was appointed as an Independent Director of the Company for a period of five consecutive years with effect from 7th December, 2015 to 6th December, 2020 and his first term of office as an Independent Director of the Company concluded on 6th December, 2020.

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.

Sri S.Balasubramanian Adityan is eligible for reappointment as an Independent Director in terms of Section 149(4) and has given a declaration to the Board that he 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).

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Sri S.Balasubramanian Adityan is proposed to be reappointed as an Independent Director for a second and final term of 5 consecutive years with effect from 7th December, 2020.

Considering Sri S.Balasubramanian Adityan's qualification, acumen, rich experience, expertise in functional areas of Management & Administration and the contribution made by him during his tenure in the first term of 5 years as an Independent Director, the Nomination and Remuneration Committee, at its meeting held on 4th November, 2020, after evaluating his performance, has recommended his reappointment as an Independent Director for the aforesaid term to the Board of Directors and the Board at its meeting held on 6th November, 2020 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 Sri S.Balasubramanian Adityan as an Independent Director of the Company. Sri S.Balasubramanian Adityan fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations and he is independent of the Management. The Board considers that his 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.8 of the Notice convening the 75th Annual General Meeting of the Company for approval of the Members.

The disclosure containing the profile and other details of Sri S.Balasubramanian Adityan 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 Notice.

A copy of the draft letter of reappointment of Sri S.Balasubramanian Adityan as an Independent Director setting out the terms and conditions would be uploaded on the website of the Company at www.indiacements.co.in and available for inspection by Members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day, prior to the date of the meeting.

Interest of Directors and Key Managerial personnel:

None of the Directors except Sri S.Balasubramanian Adityan 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.

Item No.9

Sri.Krishnan Skandan (DIN: 01945013) was co-opted as an Additional and Independent Director on the Company's Board with effect from 27th January 2021 and he is presently a non-executive Independent Director of the Company and his appointment as Independent Director will be subject to the approval of the Shareholders.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Sri.Krishnan Skandan will hold office upto the date of the 75th Annual General Meeting of the Company.

Sri Krishnan Skandan is eligible for appointment as an Independent Director in terms of Section 149(4) and has given a declaration to the Board that he 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).

In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Sri Krishnan Skandan is proposed to be appointed as Independent Director for a term of 3 consecutive years from 27.01.2021 to 26.01.2024. The disclosure containing the profile and other details of Sri Krishnan Skandan 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 Notice.

Considering the profile, experience and other details of Sri Krishnan Skandan, the Nomination and Remuneration Committee has, at its meeting held on 25.01.2021, recommended his appointment as an Independent Director for the aforesaid term and the Board at its meeting held on 27.01.2021 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 appointment of Sri Krishnan Skandan as an Independent Director of the Company. Sri Krishnan Skandan fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. The Board considers that the appointment of Sri Krishnan Skandan as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolution as set out in Item No.9 of the Notice convening the 75th Annual General Meeting of the Company for approval of the Members.

A copy of the draft letter of appointment of Sri Krishnan Skandan as an Independent Director setting out the terms and conditions would be uploaded on the website of the Company at www.indiacements.co.in and available for inspection by Members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day, prior to the date of the meeting.

Interest of Directors and Key Managerial personnel:

None of the Directors except Sri Krishnan Skandan 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.

Item No.10

Sri Sanjay Shantilal Patel (DIN: 00283429) was co-opted as an Additional and Independent Director on the Company's Board with effect from 3rd April 2021 and he is presently a non-executive Independent Director of the Company and his appointment as Independent Director will be subject to the approval of the Shareholders.

Pursuant to the provisions of Section 161 of the Companies Act, 2013 ("the Act"), Sri Sanjay Shantilal Patel will hold office upto the date of the 75th Annual General Meeting of the Company.

Sri Sanjay Shantilal Patel is eligible for appointment as an Independent Director in terms of Section 149(4) and has given a declaration to the Board that he 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).

In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Sri Sanjay Shantilal Patel is proposed to be appointed as Independent Director for a term of 3 consecutive years from 03.04.2021 to 02.04.2024. The disclosure containing the profile and other details of Sri Sanjay Shantilal Patel 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 Notice.



Considering the profile, experience and other details of Sri Sanjay Shantilal Patel, the Nomination and Remuneration Committee has, at its meeting held on 02.04.2021, recommended his appointment as an Independent Director for the aforesaid term and the Board at its meeting held on 03.04.2021 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 appointment of Sri Sanjay Shantilal Patel as an Independent Director of the Company. Sri Sanjay Shantilal Patel fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. The Board considers that the appointment of Sri Sanjay Shantilal Patel as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolution as set out in Item No.10 of the Notice convening the 75th Annual General Meeting of the Company for approval of the Members

A copy of the draft letter of appointment of Sri Sanjay Shantilal Patel as an Independent Director setting out the terms and conditions would be uploaded on the website of the Company at www.indiacements.co.in and available for inspection by Members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day, prior to the date of the meeting.

Interest of Directors and Key Managerial personnel:

None of the Directors except Sri Sanjay Shantilal Patel 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.

Item No.11

Sri Basavaraju (DIN: 01252772) was appointed as an Independent Director of the Company for a period of three consecutive years with effect from 11th August, 2018 to 10th August, 2021 and his first term of office as an Independent Director of the Company concluded on 10th August, 2021.

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.

Sri Basavaraju is eligible for reappointment as an Independent Director in terms of Section 149(4) and has given a declaration to the Board that he 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).

In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, Sri Basavaraju is proposed to be reappointed as an Independent Director for a second and final term of two consecutive years with effect from 11th August, 2021.

Considering Sri Basavaraju's qualification, acumen, rich experience, expertise in functional areas of Marketing, Administration and Training and the contribution made by him during his tenure in the first term of 3 years as an Independent Director, the Nomination and Remuneration Committee, at its meeting held on 10th August, 2021, after evaluating his performance, has recommended his reappointment as an Independent Director for the aforesaid term to the Board of Directors and the Board at its meeting held on 11th August, 2021 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 Sri Basavaraju as an Independent Director of the Company. Sri Basavaraju fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and Listing Regulations and he is independent of the Management. The Board considers that his 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.11 of the Notice convening the 75th Annual General Meeting of the Company for approval of the Members.

The disclosure containing the profile and other details of Sri Basavaraju 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 Notice.

A copy of the draft letter of reappointment of Sri Basavaraju as an Independent Director setting out the terms and conditions would be uploaded on the website of the Company at www.indiacements.co.in and available for inspection by Members at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day, prior to the date of the meeting.

Interest of Directors and Key Managerial personnel:

None of the Directors except Sri Basavaraju 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.

Item No.12

The members at the Annual General Meeting of the Company held on 29th August, 2016 had passed requisite special resolutions approving the reappointment of Sri. N.Srinivasan (DIN: 00116726) as Managing Director of the Company for a period of five years with effect from 26.05.2016 and payment of remuneration to him as detailed in the said resolutions. Thus, the period of appointment of Sri. N.Srinivasan as Managing Director of the Company concluded by the close of business hours on 25th May, 2021.

In terms of Section 196(3)(a) read with Schedule V to the Companies Act, 2013, Companies are required to pass a special resolution for appointing or continuing the employment of any person as Managing Director, Wholetime Director or Manager, who has attained the age of 70 years. Since Sri. N.Srinivasan has attained the age of 76 years, approval of the members by way of special resolution is required for his reappointment as Managing Director of the Company.

The remuneration by way of salary, allowances, perquisites and other benefits including commission, payable to Sri. N.Srinivasan, Managing Director, 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 to the Act.

In terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), the fees or compensation payable to executive directors who are promoters or Members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if (i) the annual remuneration payable to such executive director exceeds Rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity. With the re-appointment of Sri N. Srinivasan on the Board of Directors of the Company, there will be two executive directors who are also promoters of the Company, i.e. Sri N. Srinivasan, Managing Director and Smt. Rupa Gurunath, Wholetime Director. The annual remuneration payable to Sri N.Srinivasan, Managing Director, as set out in the resolutions, during his tenure of Office will be in excess of the limits prescribed under Clause (i) of Regulation 17(6)(e) of the Listing Regulations. The aggregate annual remuneration payable to Sri N.Srinivasan, Managing Director and Smt. Rupa Gurunath, Wholetime Director, will be in excess of the limits prescribed under Clause (ii) of Regulation 17(6)(e) of the Listing Regulations. This also necessitates the Company to seek approval of the members of the Company by way of special resolutions.

The Nomination and Remuneration Committee (NRC) at its meeting held on 23rd May, 2021, after evaluating the performance of Sri N.Srinivasan, has unanimously recommended to the Board his reappointment as Managing Director for a further period of 5 years on the terms, as detailed in the resolutions, with effect from 26th May, 2021. Based on the recommendation of the NRC and after considering the valuable contributions of Sri. N.Srinivasan in the growth of the Company and the remuneration prevalent for similar positions in companies of like size, the Board of Directors of the Company at its meeting held on 24th May, 2021 has unanimously approved the reappointment of Sri N.Srinivasan as Managing Director for a further period of 5 years on the terms as detailed in the resolutions, subject to the approval of the shareholders.

The reappointment of Sri. N.Srinivasan and the terms of his reappointment, including payment of remuneration to him, are proposed after considering the following:

Background details:

Sri N.Srinivasan, Managing Director is a B.Sc. (Tech.) from Madras University and Post Graduate in Chemical Engineering from Illinois Institute of Technology, U.S.A. Sri N.Srinivasan was associated with the Company from 1968 to 1978 and from 1989 till date.

Sri N.Srinivasan is the special invitee to the General Committee of The Madras Chamber of Commerce and Industry. He is presently the president of Tamil Nadu Golf Federation. Earlier, he was the Chairman of International Cricket Council (ICC), President of Board of Control for Cricket in India (BCCI) and President of Tamil Nadu Cricket Association. A Lifetime Achievement Award was conferred on Sri N.Srinivasan by TIECON in the year 2009 and also a Degree of Doctor of Literature (Honoris Causa) was conferred on him by the Tamil Nadu Physical Education & Sports University, Chennai, in the year 2011.

Sri N.Srinivasan was the President of the Cement Manufacturers' Association for five terms during the periods 1991 to 1994 and 2004 to 2006 and Chairman of the Board of Governors of the National Council for Cement and Building Materials (NCCBM) for four terms during the periods 1991 to 1993 and 2004 to 2006. He was also the Chairman of Development Council for Cement Industry (DCCI) constituted by the Government of India for two terms during the period 1992 to 1996.

The India Cements Limited under the stewardship of Sri N.Srinivasan obtained the following recognition / Awards during his present term:



Sl. No.	Awards / Recognitions	Year
1.	Best Management Award for Congenial and Cordial Industrial Relations by the Andhra Pradesh State Government to the Company's Cement Plant at Chilamkur.	2017
2.	License to use the official American Petroleum Institute (API), USA, Monogram on manufactured products with the Certificate Number: 10A-0138 to the Company's Vishnupuram Cement Plant.	2017
3.	The Company's Inhouse magazine "Compass" earned Certificate of Merit in the inhouse magazine competition held in Mumbai.	2017
4.	Award of Excellence Certificate for being the Top Importer for the year 2016-17 in the category of ₹ 50 to ₹ 100 crores in customs duty by the Office of the Commissioner of Customs (Preventive), Vijayawada.	2018
5.	"Good Industrial Relations Award" by the Tamil Nadu State Labour Department to the Company's Cement Plant at Dalavoi.	2018
6.	"Commendation Award" for Health and Safety for the Calendar year 2016 by the National Safety Council, Tamil Nadu Chapter for the Company's Cement Plant at Sankarnagar.	2018
7.	Safety Award for Lowest Weighted Frequency Accident Rate and Longest Accident Free Period in Man Hours from Tamil Nadu Government to the Company's Grinding Unit at Chennai.	2018
8.	Commendation certificate for State Level Award for Industrial Safety and Health to the Company's Cement Plant at Sankari.	2019
9.	Good Industrial Relations Award for the years 2015 and 2016 from the Honourable Labour Minister, Government of Tamil Nadu to the Company's Cement Plant at Dalavoi.	2019
10.	Renewal for recognition of In-house R&D by the Government of India, Ministry of Science and Technology for R & D unit at the Company's Cement Plant at Dalavoi.	2019
11.	Silver medal by the International Research Institute for Manufacturing Competitiveness for the year 2017-18 to the Company's Cement Plant at Banswara.	2019
12.	"Regional Rajya Mitra" in platinum category for paying highest tax in the Udaipur Region to the Company's Cement Plant at Banswara.	2020
13.	3 Gold Awards in the field of mines, electrical and captive power plant in the competition on "Best Practices in SMED Poka Yoke" concepts to the Company's Cement Plant at Sankarnagar.	2020
14.	Awards in various categories for safety, best mining practices, accident free work, etc. in the various zonal and state level safety competitions to the Company's Cement Plants at Sankarnagar, Sankari and Yerraguntla.	2020
15.	Prashansa Patra Safety Award – 2020 from the National Safety Council of India to the Company's Cement Plant at Sankari in recognition of developing and implementing effective Management and System procedures.	2021

Besides the above, the Company's Cement Plants and Grinding Units have also been granted extension of ISO and Quality Management Systems Certifications as detailed below:

a.	IS 18001 - License for The Occupational Health & Safety Management Systems Certification for the Company's Cement Plant at Malkapur and Banswara.
b.	ISO 14001 - License for The Environmental Management Systems Certification for Company's Cement Plants at Banswara, Yerraguntla and Malkapur.
c.	IS 9001 - License for the Quality Management Systems Certification for the Company's Cement Plant at Chilamkur, Banswara, Yerraguntla and Malkapur and Grinding Unit at Chennai.
d.	IS/ISO 45001 - License for The Occupational Health & Safety Management Systems Certification for the Company's Cement Plant at Dalavoi and Grinding Unit at Chennai.
e.	ISO 50001 license for Energy Management for the Company's Cement Plant at Banswara.
f.	ISO 50001 - License for the Quality Management System Certification for the Company's Cement Plant at Dalavoi and Banswara.

Sri N.Srinivasan holds Chairmanships in the following Public Limited Companies viz., Coromandel Electric Company Ltd., Coromandel Sugars Limited, ICL Financial Services Limited, ICL Securities Limited and he is the Chairman and Independent Director in M.M.Forgings Limited, a Listed Company.

Job Profile and Suitability:

Sri N.Srinivasan is the Vice Chairman & Managing Director of our Company having more than 4 and half decades of experience in Cement industry. He functions under the control, superintendence and direction of the Board of Directors. He is the Chief Executive Officer (CEO) of the Company. Apart from the day-to-day management of the Company, the Board of Directors has entrusted to him the responsibility of successful and timely execution of capital expenditure plans and expansion of capacities. Under the Leadership of Sri N.Srinivasan, the Company has witnessed significant growth over the past three decades and has emerged as one of the largest cement Companies in South India. The Company has budgeted to spend a total capital expenditure of ₹ 467.68 crores over the next three years. Considering the above, the continued leadership of Sri N.Srinivasan in the years ahead will be in the best interests of the Company.

Our Company today is a major cement Company in the South and one of the largest in India. We have 8 operating units in Tamil Nadu, Telangana, Andhra Pradesh and Rajasthan with capacity of 15.55 million tonnes per annum. Sri N.Srinivasan has placed our Company in a prominent position in the cement industry and his role since 1989-90 in turning our Company into one of the largest cement manufacturing companies in the country and a major producer in the South cannot be overemphasized. From a two plant Company having a capacity of just 1.3 million tonnes in 1989, our Company today has 8 plants having a total capacity of 15.55 million tonnes per annum. This is apart from the 2 cement grinding units - one at Chennai, Tamil Nadu and other at Parli, Maharashtra. The Managing Director brought about this transformation by not only acquisition of cement plants but also by setting up new capacity.

The turnover of our Company, as per the audited accounts, for the year ended 31.03.2021 was ₹ 4436.67 crore. There are 2036 employees on the rolls as on date.

Sri N.Srinivasan has been instrumental in laying down systems and processes resulting in huge cost savings and every strategic move initiated by him has contributed in no small measure to the enhancement of the Company's stature and reputation.

There is need for formulation of strategies on continuous basis and periodical review thereof for successful implementation and for sustained development of the Company in the light of highly competitive conditions prevailing in the industry necessitating increased managerial attention given to such matters. Hence the continued leadership of Sri N.Srinivasan in the years ahead will be in the best interests of the Company.

Past Remuneration:

Sri N.Srinivasan, Managing Director, was paid the following remuneration: (₹ in lakhs)

Period		Salary	Perquisites and allowances	Commission	Others	Total per annum*
From	To					
01/04/2016	31/03/2017	564.00	169.20	400.00	6.35	1139.55
01/04/2017	31/03/2018	450.00	135.00	0.00	8.11	593.11
01/04/2018	31/03/2019	200.00	60.00	0.00	6.00	266.00
01/04/2019	31/03/2020	113.36	34.01	0.00	7.54	154.91^
01/04/2020	31/03/2021	600.00	180.00	150.00	8.66	938.66

* excludes provident fund and retirement benefits.

^ minimum remuneration in terms of Schedule V to the Companies Act, 2013, in view of inadequacy of profits.

Remuneration proposed:

Sri N. Srinivasan, Managing Director, is proposed to be paid remuneration on the existing terms, as detailed below: (₹ in lakhs)

Salary	HRA	Perquisites, allowances and benefits	Total per annum
600.00	180.00	270.00	1050.00

Company's contribution to Provident Fund and Superannuation Fund, Gratuity payable as per the rules of the Company applicable to senior management personnel and encashment of leave at the end of their tenure shall not be included in the computation of limits for the perquisites and allowances as aforesaid.



Besides the aforesaid remuneration, the Managing Director is entitled to get such percentage of commission calculated with reference to the net profit of the Company for each financial year as may be recommended by the Nomination and Remuneration Committee and fixed by the Board of Directors.

Considering the size of the Company, turnover and the profile of the Managing Director, the proposed remuneration is comparable, if not lower than the levels prevailing in the industry.

Pecuniary Relationship:

Sri N.Srinivasan, Managing Director, Smt.Rupa Gurunath, Wholetime Director and Smt. Chitra Srinivasan, Director, are related to each other. Sri N.Srinivasan, Smt. Chitra Srinivasan and Smt.Rupa Gurunath do not have any pecuniary relationship, directly or indirectly with the Company or managerial personnel except to the extent of their shareholdings in the equity share capital of the Company and the salary drawn by him / her as Managing Director and Wholetime Director respectively. Smt. Chitra Srinivasan is paid only sitting fee for attending the Board Meetings of the Company. Sri N.Srinivasan, Smt.Chitra Srinivasan and Smt.Rupa Gurunath hold 1124415, 78580 and 36440 Equity Shares of ₹ 10/- each, respectively.

Interest of Directors and Key Managerial Personnel:

Sri N.Srinivasan, Managing Director, is interested in these resolutions as it concerns his reappointment and Smt. Rupa Gurunath, Wholetime Director and Smt. Chitra Srinivasan, Director, are interested in these resolutions as Sri N.Srinivasan is related to them. No other Director or other Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

The Board of Directors recommends the Special Resolutions as set out in Item No.12 of the accompanying notice for approval of the Members.

Item No.13

In terms of Regulation 17(6)(e) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), the fees or compensation payable to executive directors who are promoters or Members of the promoter group, shall be subject to the approval of the shareholders by special resolution in general meeting, if (i) the annual remuneration payable to such executive director exceeds rupees 5 crore or 2.5 per cent of the net profits of the listed entity, whichever is higher; or (ii) where there is more than one such director, the aggregate annual remuneration to such directors exceeds 5 per cent of the net profits of the listed entity.

The remuneration payable to Smt.Rupa Gurunath (DIN: 01711965), Wholetime Director, is in accordance with the provisions of Sections 196, 197, 198 and Schedule V of the Companies Act, 2013, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and further in terms of Regulation 17(6)(e) of Listing Regulations.

With the re-appointment of Sri N.Srinivasan on the Board of Directors of the Company, there will be two executive directors who are also promoters of the Company, i.e. Sri N.Srinivasan, Managing Director and Smt. Rupa Gurunath, Wholetime Director. The aggregate annual remuneration payable to Sri N.Srinivasan, Managing Director and Smt. Rupa Gurunath, Wholetime Director, will be in excess of the limits prescribed under Clause (ii) of Regulation 17(6)(e) of the Listing Regulations which necessitates the Company to seek approval of the members of the Company by way of special resolutions.

The total remuneration payable to Smt.Rupa Gurunath (DIN: 01711965), Wholetime Director, would not exceed the limits prescribed under the Companies Act 2013 which prescribes a limit of 5% of net profit computed as per Section 198 of the Companies Act, 2013 for one Managing Director / Wholetime Director and 10% of net profit for all the Managing Directors / Wholetime Directors in aggregate.

The members of the Company, at their 74th Annual General Meeting held on 28th September, 2020, had passed ordinary resolutions approving the reappointment of Smt. Rupa Gurunath as Wholetime Director of the Company for a period of five years with effect from 05.03.2020 and payment of remuneration to her as detailed in the said resolutions.

The Board of Directors, in order to comply with the requirement of Listing Regulations, upon the recommendation of the Nomination and Remuneration Committee, has approved, subject to the approval of Shareholders, to continue the payment of existing remuneration to Smt. Rupa Gurunath (DIN: 01711965), Wholetime Director, at such terms and conditions, as approved by the Members at their Seventy-fourth Annual General Meeting of the Company held on 28th September, 2020, notwithstanding that the annual aggregate remuneration payable to Smt. Rupa Gurunath, may exceed ₹ 5 Crore (Rupees Five Crore) or 2.5% of the net profit of the Company whichever is higher or the

aggregate annual remuneration of Smt. Rupa Gurunath, Wholetime Director and Sri N.Srinivasan, Managing Director, who are promoters, taken together may exceed 5% of the net profits of the Company in any financial year, during the remaining term of her office from 01.04.2021 to 04.03.2025. This necessitates the Company to seek approval of the Members of the Company by way of Special Resolutions.

Interest of Directors and Key Managerial Personnel:

Smt. Rupa Gurunath, Wholetime Director, is interested in these resolutions as it concerns to her remuneration and Sri N.Srinivasan, Managing Director and Smt. Chitra Srinivasan, Director, are interested in these resolutions as Smt. Rupa Gurunath is related to them. No other Director or other Key Managerial Personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions.

The Board of Directors recommends the Special Resolutions as set out in Item No.13 of the Notice convening the 75th Annual General Meeting of the Company for approval of the Members.

Item No.14

The Board of Directors at its meeting held on 24.05.2021, based on the recommendation of the Audit Committee approved the appointment of Sri S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor for auditing the cost accounts of the Company in respect of Cement Plants, including Grinding Units, Electricity Plants and Ready Mix Concrete (RMC) (Organic and Inorganic Chemicals) Units for the financial year ending 31.03.2022 at a remuneration of ₹ 20 lakhs, besides reimbursement of applicable tax, travelling and out of pocket expenses.

In terms of Section 148(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the shareholders. Hence, the Board recommends the Ordinary Resolution as set out in Item No.14 of the Notice convening the 75th Annual General Meeting of the Company for approval of Members.

Interest of Directors and Key Managerial Personnel:

None of the Directors 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.

(By Order of the Board)
for **THE INDIA CEMENTS LIMITED**

Place : Chennai
Date : 11th August, 2021

S.SRIDHARAN
COMPANY SECRETARY