



# THE INDIA CEMENTS LIMITED

Corporate Office : Coromandel Towers, 93, Santhome High Road, Karpagam Avenue,  
R.A. Puram, Chennai - 600 028. Phone : 044-2852 1526, 2857 2100  
Fax : 044-2851 7198, Grams : 'INDCEMENT'  
CIN : L26942TN1946PLC000931

SH/SE

29.09.2020

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

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> Floor  
Plot No.C/1, G Block  
Bandra-Kurla Complex  
Bandra (E)  
**MUMBAI 400 051.**

**Scrip Code : 530005**

**Scrip Code : INDIACEM**

Dear Sirs,

**Sub.: Compliance of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Outcome of voting results of Annual General Meeting held on 28.09.2020**

We furnish below the details of voting results of the Annual General Meeting (AGM) of our Company:

- a. Date of AGM : **28.09.2020**
- b. Total number of shareholders on Record Date : **167688**
- c. Number of shareholders present in the meeting either in person or through proxy: **N.A**
- (i) Promoters and promoter group :
- (ii) Public :
- d. No. of shareholders attended the meeting through video conferencing :
- (i) Promoters and promoter group **8**
- (ii) Public **160**
- e. Agendawise disclosure:

**(1) Adoption of Audited Standalone Financial Statements for the year ended 31.03.2020**

Resolution required : Ordinary Resolution

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

| Category                    | Mode of Voting                | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter and Promoter Group | E-Voting                      | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public - Institutions       | E-Voting                      | 67009277               | 59701206                | 89.09                                                     | 59701206                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 67009277               | 59701206                | 89.09                                                     | 59701206                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Non Institutions    | E-Voting                      | 154831476              | 22325079                | 14.42                                                     | 22321437                     | 3642                       | 99.98                                                  | 0.02                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 154831476              | 22325079                | 14.42                                                     | 22321437                     | 3642                       | 99.98                                                  | 0.02                                                 |
| <b>Total</b>                |                               | <b>309897201</b>       | <b>170082733</b>        | <b>54.88</b>                                              | <b>170079091</b>             | <b>3642</b>                | <b>99.99</b>                                           | <b>0.01</b>                                          |



*S. Subramanian*

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CIN : L26942TN1946PLC000931

## (2) Adoption of Audited Consolidated Financial Statements for the year ended 31.03.2020

Resolution required : Ordinary Resolution

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

| Category                    | Mode of Voting                | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter and Promoter Group | E-Voting                      | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public - Institutions       | E-Voting                      | 67009277               | 59701206                | 89.09                                                     | 59701206                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 67009277               | 59701206                | 89.09                                                     | 59701206                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Non Institutions    | E-Voting                      | 154831476              | 22325076                | 14.42                                                     | 22321459                     | 3617                       | 99.98                                                  | 0.02                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 154831476              | 22325076                | 14.42                                                     | 22321459                     | 3617                       | 99.98                                                  | 0.02                                                 |
| <b>Total</b>                |                               | <b>309897201</b>       | <b>170082730</b>        | <b>54.88</b>                                              | <b>170079113</b>             | <b>3617</b>                | <b>99.99</b>                                           | <b>0.01</b>                                          |

## (3) Declaration of dividend on equity shares for the year ended 31.03.2020

Resolution required : Ordinary Resolution

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

| Category                    | Mode of Voting                | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter and Promoter Group | E-Voting                      | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public - Institutions       | E-Voting                      | 67009277               | 62396283                | 93.12                                                     | 62396283                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 67009277               | 62396283                | 93.12                                                     | 62396283                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Non Institutions    | E-Voting                      | 154831476              | 22325288                | 14.42                                                     | 22321711                     | 3577                       | 99.98                                                  | 0.02                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 154831476              | 22325288                | 14.42                                                     | 22321711                     | 3577                       | 99.98                                                  | 0.02                                                 |
| <b>Total</b>                |                               | <b>309897201</b>       | <b>172778019</b>        | <b>55.75</b>                                              | <b>172774442</b>             | <b>3577</b>                | <b>99.99</b>                                           | <b>0.01</b>                                          |



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- (4) Appointment of a director in the place of Smt.Chitra Srinivasan (DIN : 01094213), who retires by rotation and being eligible, offers herself for reappointment.

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are : Yes  
interested in the agenda/resolution?

| Category                    | Mode of Voting                | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter and Promoter Group | E-Voting                      | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public - Institutions       | E-Voting                      | 67009277               | 62396283                | 93.12                                                     | 62396283                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 67009277               | 62396283                | 93.12                                                     | 62396283                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Non Institutions    | E-Voting                      | 154831476              | 22315271                | 14.41                                                     | 22305630                     | 9641                       | 99.96                                                  | 0.04                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 154831476              | 22315271                | 14.41                                                     | 22305630                     | 9641                       | 99.96                                                  | 0.04                                                 |
| <b>Total</b>                |                               | <b>309897201</b>       | <b>172768002</b>        | <b>55.75</b>                                              | <b>172758361</b>             | <b>9641</b>                | <b>99.99</b>                                           | <b>0.01</b>                                          |

- (5) Appointment of Smt. Nalini Murari Ratnam (DIN : 07884044) as a Director of the Company, liable to retire by rotation

Resolution required : Ordinary Resolution

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

| Category                    | Mode of Voting                | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter and Promoter Group | E-Voting                      | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public - Institutions       | E-Voting                      | 67009277               | 62396283                | 93.12                                                     | 62396283                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 67009277               | 62396283                | 93.12                                                     | 62396283                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Non Institutions    | E-Voting                      | 154831476              | 22315286                | 14.41                                                     | 22305108                     | 10178                      | 99.95                                                  | 0.05                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 154831476              | 22315286                | 14.41                                                     | 22305108                     | 10178                      | 99.95                                                  | 0.05                                                 |
| <b>Total</b>                |                               | <b>309897201</b>       | <b>172768017</b>        | <b>55.75</b>                                              | <b>172757839</b>             | <b>10178</b>               | <b>99.99</b>                                           | <b>0.01</b>                                          |



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(6) Appointment of Sri. Krishna Prasad Nair (DIN : 02611496) as an Independent Director of the Company.

Resolution required : Ordinary Resolution

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

| Category                    | Mode of Voting                | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter and Promoter Group | E-Voting                      | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public - Institutions       | E-Voting                      | 67009277               | 62396283                | 93.12                                                     | 62396283                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 67009277               | 62396283                | 93.12                                                     | 62396283                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Non Institutions    | E-Voting                      | 154831476              | 22315361                | 14.41                                                     | 22305008                     | 10353                      | 99.95                                                  | 0.05                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 154831476              | 22315361                | 14.41                                                     | 22305008                     | 10353                      | 99.95                                                  | 0.05                                                 |
| <b>Total</b>                |                               | <b>309897201</b>       | <b>172768092</b>        | <b>55.75</b>                                              | <b>172757739</b>             | <b>10353</b>               | <b>99.99</b>                                           | <b>0.01</b>                                          |

(7) Reappointment of Smt. Rupa Gurunath (DIN : 01711965) as Wholetime Director of the Company.

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are : Yes  
interested in the agenda/resolution?

| Category                    | Mode of Voting                | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes – in favour (4) | No. of Votes – against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter and Promoter Group | E-Voting                      | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public - Institutions       | E-Voting                      | 67009277               | 62396283                | 93.12                                                     | 52951783                     | 9444500                    | 84.86                                                  | 15.14                                                |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 67009277               | 62396283                | 93.12                                                     | 52951783                     | 9444500                    | 84.86                                                  | 15.14                                                |
| Public- Non Institutions    | E-Voting                      | 154831476              | 22315267                | 14.41                                                     | 22303989                     | 11278                      | 99.95                                                  | 0.05                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 154831476              | 22315267                | 14.41                                                     | 22303989                     | 11278                      | 99.95                                                  | 0.05                                                 |
| <b>Total</b>                |                               | <b>309897201</b>       | <b>172767998</b>        | <b>55.75</b>                                              | <b>163312220</b>             | <b>9455778</b>             | <b>94.53</b>                                           | <b>5.47</b>                                          |



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(8) Ratification of remuneration to Cost Auditor of the Company

Resolution required : Ordinary Resolution

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

| Category                    | Mode of Voting                | No. of shares held (1) | No. of votes polled (2) | % of Votes Polled on outstanding shares (3)=[(2)/(1)]*100 | No. of Votes - in favour (4) | No. of Votes - against (5) | % of Votes in favour on votes polled (6)=[(4)/(2)]*100 | % of Votes against on votes polled (7)=[(5)/(2)]*100 |
|-----------------------------|-------------------------------|------------------------|-------------------------|-----------------------------------------------------------|------------------------------|----------------------------|--------------------------------------------------------|------------------------------------------------------|
| Promoter and Promoter Group | E-Voting                      | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 88056448               | 88056448                | 100.00                                                    | 88056448                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public - Institutions       | E-Voting                      | 67009277               | 62396283                | 93.12                                                     | 62396283                     | 0                          | 100.00                                                 | 0.00                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 67009277               | 62396283                | 93.12                                                     | 62396283                     | 0                          | 100.00                                                 | 0.00                                                 |
| Public- Non Institutions    | E-Voting                      | 154831476              | 22315420                | 14.41                                                     | 22311274                     | 4146                       | 99.98                                                  | 0.02                                                 |
|                             | Poll                          | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Postal Ballot (if applicable) | NA                     | 0                       | 0.00                                                      | 0                            | 0                          | 0.00                                                   | 0.00                                                 |
|                             | Total                         | 154831476              | 22315420                | 14.41                                                     | 22311274                     | 4146                       | 99.98                                                  | 0.02                                                 |
| Total                       |                               | 309897201              | 172768151               | 55.75                                                     | 172764005                    | 4146                       | 99.99                                                  | 0.01                                                 |

We write this to inform you that all the aforesaid resolutions have been passed with requisite majority. We enclose the Scrutinizer's Report dated 28.09.2020 for your records.

Thanking you,

Yours faithfully,  
for THE INDIA CEMENTS LIMITED

COMPANY SECRETARY

Encl.: As above

28.09.2020

**Consolidated Scrutinizer's Report**

[Pursuant to Section 108 of the Companies Act, 2013 read with  
Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To

The Vice Chairman and Managing Director (Chairman of the Meeting)

The India Cements Limited

Corporate Office: Coromandel Towers

93, Santhome High Road

Karpagam Avenue, R.A. Puram

Chennai – 600 028

Dear Sir,

**Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the 74<sup>th</sup> Annual General Meeting (AGM) of The India Cements Limited (the Company) held on Monday, the 28<sup>th</sup> September, 2020 at 9.30 A.M. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")**

I, P.R.Sudha, a Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of The India Cements Limited (the Company), having its Registered Office at 'Dhun Building', 327, Anna Salai, Chennai - 600 002, for the purpose of scrutinizing the remote e-voting and e-voting during the 74<sup>th</sup> Annual General Meeting (AGM) held at 9.30 A.M.(IST) on Monday, the 28<sup>th</sup> September, 2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (the Rules), as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8<sup>th</sup> April, 2020, 13<sup>th</sup> April 2020 and 5<sup>th</sup> May 2020 respectively issued by the Ministry of Corporate Affairs ("MCA") on the Resolutions set out in the Notice of the 74<sup>th</sup> AGM of the Members of the Company.

- 1) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to remote e-voting and e-voting during the AGM in respect of the resolutions set out in the Notice of the 74<sup>th</sup> AGM of the Members of the Company.
- 2) My responsibility as Scrutinizer for the remote e-voting and e-voting during the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice of 74<sup>th</sup> AGM which are detailed below, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL).

3) I submit my report as under:

- a) The Company had sent Notice of AGM dated 10.08.2020 through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants, in compliance with Circular No.20/2020 dated 5<sup>th</sup> May, 2020 read with Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated 13<sup>th</sup> April, 2020 issued by Ministry of Corporate Affairs (MCA Circulars) and SEBI Circular dated May 12, 2020.
- b) Pursuant to the MCA Circulars, a Public Notice by way of an advertisement was published in Business Standard and Business Line (English newspapers) and Dinamani (vernacular language newspaper) on 05.09.2020 specifying that the AGM would be convened through VC or OAVM in compliance with the applicable provisions of the Act read with MCA Circular dated 05.05.2020, the date and time of the AGM, availability of the notice on websites of the Company and the Stock Exchanges, manner of registration of email addresses by the members (both physical and demat) who have not registered their email addresses with the Company and the manner of voting through remote e-voting or through e-voting system during the AGM etc.
- c) The Company appointed National Securities Depository Limited (NSDL) to provide the Members the facility to exercise their right to vote on the resolutions as set out in the Notice of the 74<sup>th</sup> AGM through remote e-voting and e-voting during the AGM.
- d) The Shareholders of the Company holding shares as on the "cut-off" date i.e., 21<sup>st</sup> September 2020, were entitled to vote on the Resolutions as set out at Items No. 1 to 8 in the Notice of the 74<sup>th</sup> AGM of the Company.
- e) The remote e-Voting period commenced on 24.09.2020 (9.00 A.M. IST) and ended on 27.09.2020 (5.00 P.M. IST) and the said e-voting module was disabled by NSDL thereafter.
- f) The shareholders present at the AGM through VC / OAVM voted through e-voting facility provided by NSDL during the AGM.
- g) As per the information given to me, the names of the shareholders who had voted through remote e-voting had been blocked by NSDL and only those members who were present at the AGM through VC / OAVM and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
- h) The details relating to Members who have cast their votes through remote e-voting, such as their names, Folio Nos / DP ID & Client ID, Number of Shares held (but not the manner in which they have cast their votes) have been downloaded from the portal of NSDL as a Scrutinizer to ensure that Members who have cast their votes through remote e-Voting have not voted again at the e-voting during the AGM.
- i) After closure of e-voting during the AGM through VC/OAVM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited (NSDL) on Monday, 28<sup>th</sup> September 2020 in the presence of two witnesses, Ms.M K Sangeetha and Ms.V.Revathy who are not in the employment of the Company and the same were scrutinized, reviewed and the results were prepared.
- j) The results of the remote e-voting and e-voting during AGM, based on the reports generated by / data downloaded from NSDL e-voting system, are as under

*PR Sudha*



**Resolution No: 1:**

**Nature of resolution: Ordinary Resolution**

**Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31.03.2020**

**(i) VOTED FOR THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 496                     | 170039059                           |                                       |
| E-VOTING        | 6                       | 40032                               |                                       |
| TOTAL           | 502                     | 170079091                           | 99.99                                 |

**(ii) VOTED AGAINST THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 21                      | 3642                                |                                       |
| E-VOTING        | 0                       | 0                                   |                                       |
| TOTAL           | 21                      | 3642                                | 0.01                                  |

|             |     |           |     |
|-------------|-----|-----------|-----|
| Total Votes | 523 | 170082733 | 100 |
|-------------|-----|-----------|-----|

**(iii) INVALID VOTES**

|                 | Number of members voted | Number of invalid Votes cast (Shares) | % of total number of invalid votes cast |
|-----------------|-------------------------|---------------------------------------|-----------------------------------------|
| REMOTE E-VOTING | Nil                     | Nil                                   | Nil                                     |
| E-VOTING        | Nil                     | Nil                                   | Nil                                     |
| TOTAL           | Nil                     | Nil                                   | Nil                                     |



**Resolution No: 2:****Nature of resolution: Ordinary Resolution****Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31.03.2020****VOTED FOR THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 495                     | 170039081                           |                                       |
| E-VOTING        | 6                       | 40032                               |                                       |
| <b>TOTAL</b>    | <b>501</b>              | <b>170079113</b>                    | <b>99.99</b>                          |

**VOTED AGAINST THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 20                      | 3617                                |                                       |
| E-VOTING        | 0                       | 0                                   |                                       |
| <b>TOTAL</b>    | <b>20</b>               | <b>3617</b>                         | <b>0.01</b>                           |

|                    |            |                  |            |
|--------------------|------------|------------------|------------|
| <b>Total Votes</b> | <b>521</b> | <b>170082730</b> | <b>100</b> |
|--------------------|------------|------------------|------------|

**INVALID VOTES**

|                 | Number of members voted | Number of invalid Votes cast (Shares) | % of total number of invalid votes cast |
|-----------------|-------------------------|---------------------------------------|-----------------------------------------|
| REMOTE E-VOTING | Nil                     | Nil                                   | Nil                                     |
| E-VOTING        | Nil                     | Nil                                   | Nil                                     |
| <b>TOTAL</b>    | <b>Nil</b>              | <b>Nil</b>                            | <b>Nil</b>                              |

**Resolution No: 3:****Nature of resolution: Ordinary Resolution****Declaration of dividend on equity shares for the financial year ended 31.03.2020****VOTED FOR THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 501                     | 172734410                           |                                       |
| E-VOTING        | 6                       | 40032                               |                                       |
| <b>TOTAL</b>    | <b>507</b>              | <b>172774442</b>                    | <b>99.99</b>                          |

**VOTED AGAINST THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 20                      | 3577                                |                                       |
| E-VOTING        | 0                       | 0                                   |                                       |
| <b>TOTAL</b>    | <b>20</b>               | <b>3577</b>                         | <b>0.01</b>                           |

|                    |            |                  |            |
|--------------------|------------|------------------|------------|
| <b>Total Votes</b> | <b>527</b> | <b>172778019</b> | <b>100</b> |
|--------------------|------------|------------------|------------|

**INVALID VOTES**

|                 | Number of members voted | Number of invalid Votes cast (Shares) | % of total number of invalid votes cast |
|-----------------|-------------------------|---------------------------------------|-----------------------------------------|
| REMOTE E-VOTING | NIL                     | NIL                                   | NIL                                     |
| E-VOTING        | NIL                     | NIL                                   | NIL                                     |
| <b>TOTAL</b>    | <b>NIL</b>              | <b>NIL</b>                            | <b>NIL</b>                              |



**Resolution No: 4:**

**Nature of resolution: Ordinary Resolution**

**Appointment of a director in the place of Smt. Chitra Srinivasan (DIN 01094213), who retires by rotation and is being eligible, offers herself for reappointment.**

**VOTED FOR THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 483                     | 172718329                           |                                       |
| E-VOTING        | 6                       | 40032                               |                                       |
| TOTAL           | 489                     | 172758361                           | 99.99                                 |

**VOTED AGAINST THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 36                      | 9641                                |                                       |
| E-VOTING        | 0                       | 0                                   |                                       |
| TOTAL           | 36                      | 9641                                | 0.01                                  |

|             |     |           |     |
|-------------|-----|-----------|-----|
| Total Votes | 525 | 172768002 | 100 |
|-------------|-----|-----------|-----|

**INVALID VOTES**

|                 | Number of members voted | Number of invalid Votes cast (Shares) | % of total number of invalid votes cast |
|-----------------|-------------------------|---------------------------------------|-----------------------------------------|
| REMOTE E-VOTING | NIL                     | NIL                                   | NIL                                     |
| E-VOTING        | NIL                     | NIL                                   | NIL                                     |
| TOTAL           | NIL                     | NIL                                   | NIL                                     |

**Resolution No: 5:****Nature of resolution: Ordinary Resolution****Appointment of Smt. Nalini Murari Ratnam (DIN: 07884044) as a Director of the Company, liable to retire by rotation****VOTED FOR THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 487                     | 172717807                           |                                       |
| E-VOTING        | 6                       | 40032                               |                                       |
| TOTAL           | 493                     | 172757839                           | 99.99                                 |

**VOTED AGAINST THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 32                      | 10178                               |                                       |
| E-VOTING        | 0                       | 0                                   |                                       |
| TOTAL           | 32                      | 10178                               | 0.01                                  |

|             |     |           |     |
|-------------|-----|-----------|-----|
| Total Votes | 525 | 172768017 | 100 |
|-------------|-----|-----------|-----|

**INVALID VOTES**

|                 | Number of members voted | Number of invalid Votes cast (Shares) | % of total number of invalid votes cast |
|-----------------|-------------------------|---------------------------------------|-----------------------------------------|
| REMOTE E-VOTING | NIL                     | NIL                                   | NIL                                     |
| E-VOTING        | NIL                     | NIL                                   | NIL                                     |
| TOTAL           | NIL                     | NIL                                   | NIL                                     |

PR Sudha



**Resolution No: 6:**

**Nature of resolution: Ordinary Resolution**

**Appointment of Sri Krishna Prasad Nair (DIN: 02611496) as an Independent Director of the company.**

**VOTED FOR THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 486                     | 172717707                           |                                       |
| E-VOTING        | 6                       | 40032                               |                                       |
| TOTAL           | 492                     | 172757739                           | 99.99                                 |

**VOTED AGAINST THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 33                      | 10353                               |                                       |
| E-VOTING        | 0                       | 0                                   |                                       |
| TOTAL           | 33                      | 10353                               | 0.01                                  |

|             |     |           |     |
|-------------|-----|-----------|-----|
| Total Votes | 525 | 172768092 | 100 |
|-------------|-----|-----------|-----|

**INVALID VOTES**

|                 | Number of members voted | Number of invalid Votes cast (Shares) | % of total number of invalid votes cast |
|-----------------|-------------------------|---------------------------------------|-----------------------------------------|
| REMOTE E-VOTING | NIL                     | NIL                                   | NIL                                     |
| E-VOTING        | NIL                     | NIL                                   | NIL                                     |
| TOTAL           | NIL                     | NIL                                   | NIL                                     |

**Resolution No: 7:****Nature of resolution: Ordinary Resolution****Reappointment of Smt. Rupa Gurunath (DIN: 01711965) as Wholetime director of the company.****VOTED FOR THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 446                     | 163272188                           |                                       |
| E-VOTING        | 6                       | 40032                               |                                       |
| TOTAL           | 452                     | 163312220                           | 94.53                                 |

**VOTED AGAINST THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 73                      | 9455778                             |                                       |
| E-VOTING        | 0                       | 0                                   |                                       |
| TOTAL           | 73                      | 9455778                             | 5.47                                  |

|             |     |           |     |
|-------------|-----|-----------|-----|
| Total Votes | 525 | 172767998 | 100 |
|-------------|-----|-----------|-----|

**INVALID VOTES**

|                 | Number of members voted | Number of invalid Votes cast (Shares) | % of total number of invalid votes cast |
|-----------------|-------------------------|---------------------------------------|-----------------------------------------|
| REMOTE E-VOTING | NIL                     | NIL                                   | NIL                                     |
| E-VOTING        | NIL                     | NIL                                   | NIL                                     |
| TOTAL           | NIL                     | NIL                                   | NIL                                     |

**Resolution No: 8:**

**Nature of resolution: Ordinary Resolution**

**Ratification of remuneration payable to Cost Auditor of the Company**

**VOTED FOR THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 493                     | 172723973                           |                                       |
| E-VOTING        | 6                       | 40032                               |                                       |
| TOTAL           | 499                     | 172764005                           | 99.99                                 |

**VOTED AGAINST THE RESOLUTION**

|                 | Number of members voted | Number of valid Votes cast (Shares) | % of total number of valid votes cast |
|-----------------|-------------------------|-------------------------------------|---------------------------------------|
| REMOTE E-VOTING | 25                      | 4146                                |                                       |
| E-VOTING        | 0                       | 0                                   |                                       |
| TOTAL           | 25                      | 4146                                | 0.01                                  |

|             |     |           |     |
|-------------|-----|-----------|-----|
| Total Votes | 524 | 172768151 | 100 |
|-------------|-----|-----------|-----|

**INVALID VOTES**

|                 | Number of members voted | Number of invalid Votes cast (Shares) | % of total number of invalid votes cast |
|-----------------|-------------------------|---------------------------------------|-----------------------------------------|
| REMOTE E-VOTING | NIL                     | NIL                                   | NIL                                     |
| E-VOTING        | NIL                     | NIL                                   | NIL                                     |
| TOTAL           | NIL                     | NIL                                   | NIL                                     |

The electronic data and all other relevant records relating to remote e-voting and e-voting during the AGM will be in my safe custody until the Chairman considers, approves and signs the minutes of AGM and thereafter the same will be handed over to the Company for safe keeping

Thanking You,

Yours faithfully,

*PR Sudha*



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

**UDIN No: F006046B000794647**

For THE INDIA CEMENTS LIMITED.

*N. Srinivasan*

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