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INDIA CEMENTS

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ANNUAL REPORT

**2018**

## **72<sup>nd</sup> Annual General Meeting**

Date : 20<sup>th</sup> September 2018 (Thursday)  
Time : 11.00 A.M.  
Venue : Sathguru Gnanananda Hall,  
(Narada Gana Sabha),  
No.314, T.T.K.Road, Alwarpet, Chennai 600018.

### **A REQUEST**

The practice of distributing copies of Annual Report at the Annual General Meeting has been discontinued in view of the high cost of paper and printing. Shareholders are, therefore, requested to bring their copy of the Annual Report to the meeting.

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# THE INDIA CEMENTS LIMITED



## BOARD OF DIRECTORS

<b>Sri N.Srinivasan</b>	Vice Chairman & Managing Director
<b>Smt. Chitra Srinivasan</b>	
<b>Smt. Rupa Gurunath</b>	Wholetime Director
<b>Sri Arun Datta</b>	(till 28.08.2018)
<b>Sri K.Balakrishnan</b>	
<b>Sri S.Balasubramanian Adityan</b>	
<b>Sri Basavaraju</b>	(w.e.f 11.08.2018)
<b>Sri N.R.Krishnan</b>	(till 28.08.2018)
<b>Sri M.R.Kumar</b>	(Nominee of Life Insurance Corporation of India)
<b>Smt. Lakshmi Aparna Sreekumar</b>	(w.e.f 11.08.2018)
<b>Sri V.Manickam</b>	(till 28.08.2018)
<b>Sri V.Ranganathan</b>	
<b>Smt. Sandhya Rajan</b>	(w.e.f 11.08.2018)
<b>Sri N.Srinivasan</b>	
<b>Sri Suneel Babu Gollapalli</b>	(Nominee of IDBI Bank Limited)

## AUDITORS

Messrs K.S. Rao & Co. Chartered Accountants 7-B, 7 <sup>th</sup> Floor, Century Plaza, 560-562 Anna Salai, Chennai - 600 018.	Messrs S. Viswanathan LLP. Chartered Accountants 17, Bishop Wallers Avenue (West) Mylapore, Chennai - 600 004.
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## CEMENT FACTORIES

### REGISTERED OFFICE

"Dhun Building"  
827, Anna Salai,  
Chennai - 600 002.

### TAMIL NADU

**Sankarnagar**, Tirunelveli District.  
**Sankari**, Salem District.  
**Dalavoi**, Ariyalur District.

### RAJASTHAN

**Nokhla**, Banswara District.

### ANDHRA PRADESH

**Chilamkur**, Kadapa District.  
**Yerraguntla**, Kadapa District.

### TELANGANA

**Vishnupuram**, Nalgonda District.  
**Malkapur**, Ranga Reddy District.

### CORPORATE OFFICE

"Coromandel Towers"  
93, Santhome High Road,  
Karpagam Avenue,  
R.A. Puram,  
Chennai - 600 028.

## GRINDING UNITS

### TAMIL NADU

**Vallur Village**,  
Tiruvallur District.

### MAHARASHTRA

**Parli Vaijnath**,  
Beed District.

## RMC UNITS

Tamil Nadu, Karnataka and Telangana

Website: [www.indiacements.co.in](http://www.indiacements.co.in)



# 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](http://www.indiacements.co.in) E-mail Id: [investor@indiacements.co.in](mailto:investor@indiacements.co.in)

Tel: 044-2852 1526 / 28572 100 / 400 Fax: 044-2851 7198

## NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventysecond Annual General Meeting of The India Cements Limited will be held at 11.00 A.M. on Thursday, the 20<sup>th</sup> September, 2018, at Sathguru Gnanananda Hall, (Narada Gana Sabha), No.314, T.T.K. Road, Alwarpet, Chennai 600 018, 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 31<sup>st</sup> March 2018 and Reports of Directors and Auditors thereon.
2. To receive, consider and adopt Audited Consolidated Financial Statements of the Company for the financial year ended 31<sup>st</sup> March 2018 and Report of Auditors thereon.
3. To declare dividend on Equity Shares for the financial year ended 31.03.2018.
4. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Sri M.R.Kumar (DIN:03628755) 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 Suneel Babu Gollapalli 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 Suneel Babu Gollapalli (DIN: 01652638) be and is hereby appointed as a Director of the Company subject to retirement by rotation."

6. To appoint Sri N.Srinivasan 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 N.Srinivasan (DIN:00004195) be and is hereby appointed as a Director of the Company subject to retirement by rotation."

7. To consider and if thought fit, to pass with or without modification, 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 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Sri Basavaraju (DIN: 01252772), who was appointed as an Additional and Independent

Director by the Board of Directors on 11.08.2018 and who holds office upto this Annual General Meeting 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 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 who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 consecutive years from 11<sup>th</sup> August, 2018 to 10<sup>th</sup> August, 2021 and that he shall not be liable to retire by rotation."

8. To consider and if thought fit, to pass with or without modification, 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 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt.Lakshmi Aparna Sreekumar (DIN: 08196552), who was appointed as an Additional and Independent Director by the Board of Directors on 11.08.2018 and who holds office upto this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director of the Company and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from 11<sup>th</sup> August, 2018 to 10<sup>th</sup> August, 2023 and that she shall not be liable to retire by rotation."

9. To consider and if thought fit, to pass with or without modification, 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 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Smt.Sandhya Rajan (DIN: 08195886), who was appointed as an Additional and Independent Director by the Board of Directors on 11.08.2018 and who holds office upto this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing her candidature for the office of Director of the Company and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 consecutive years from 11<sup>th</sup> August, 2018 to 10<sup>th</sup> August, 2023 and that she shall not be liable to retire by rotation."

10. To consider and if thought fit, to pass with or without modification, 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, as recommended by the Audit Committee and approved by the Board of Directors 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 year ending 31<sup>st</sup> March 2019, be and is hereby ratified."

#### **NOTES:**

1. Explanatory Statement is annexed to the Notice of the Seventysecond Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of Items No.5 to 10.
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 9 of the Notice convening the 72<sup>nd</sup> Annual General Meeting of the Company.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights; provided that a member holding more than 10% of the total share capital of the Company carrying voting rights may appoint a single person as Proxy and such person shall not act as Proxy for any other person or shareholder.

The Proxy Form, duly completed and signed, should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting.

Members / Proxies should bring the Attendance Slip, duly filled-in and signed, to attend the meeting.

4. In case of joint holders attending the Annual General Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

Corporate Members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.

5. The Register of Members and Share Transfer Books of the Company will remain closed from 14.09.2018 to 20.09.2018 (both days inclusive).
6. The equity dividend as recommended by the Board, if approved at the Annual General Meeting, will be paid on or before 19.10.2018 to those Members (or their mandatees) whose names will appear in the Company's Register of Members as on 20.09.2018. 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.

7. 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, [formerly Integrated Enterprises (India) Limited], 2<sup>nd</sup> Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T.Nagar, Chennai 600017, Tel.: 044-28140801 to 28140803 & Fax: 044-28142479; Email: corpseiv@integratedindia.in.

Members holding shares in physical form are requested to notify change of address, if any, 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.

8. The Ministry of Corporate Affairs, New Delhi, vide its notification dated May 7, 2018, has done away with the requirements to place the matter relating to appointment of Auditors for ratification 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 4<sup>th</sup> September, 2017 for a term of five years to hold office from the conclusion of the Seventyfirst AGM until the conclusion of the Seventysixth AGM of the Company .
9. Unclaimed dividends upto and including for 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.
10. Unclaimed dividends for the financial years from 1995-96 to 2000-01, 2006-07 to 2009-10 have been transferred to Investor Education and Protection Fund (IEPF). Dividend for the financial years ended 31<sup>st</sup> March 2011 to 31<sup>st</sup> March 2013, 31<sup>st</sup> March 2016 and 31<sup>st</sup> March 2017 which remain unpaid or unclaimed for a period of 7 years will be transferred to the IEPF established under Section 125 of the Companies Act, 2013. Shareholders who have not encashed the dividend warrant(s) so far for the financial years ended 31<sup>st</sup> March 2011 to 31<sup>st</sup> March 2013, 31<sup>st</sup> March 2016 and 31<sup>st</sup> March 2017 are requested to make their claim forthwith to the Registered / Corporate Office of 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 and 2009-10 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: [www.indiacements.co.in](http://www.indiacements.co.in) under the heading "Investors Corner".

The Shareholders, who have not encashed / claimed their dividends from the year 2010-11, are advised to contact or write to the Company or to the RTA, Integrated Registry Management Services Private Limited, immediately claiming the dividend. In case, the Company / RTA do not receive any communication from the



concerned shareholders, claiming their dividends, the Company shall, in compliance with the said Rules, transfer Dividend for the year 2010-11 and corresponding shares to IEPF account on the due date.

It may be noted that all benefits, if any, which may accrue in future on such shares, 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](http://www.iepf.gov.in).

In terms of the aforesaid Rules, the Company had filed with the MCA the information on unclaimed dividend as on 04.09.2017, the date of the 71<sup>st</sup> Annual General Meeting and hosted the same on the Company's website: [www.indiacements.co.in](http://www.indiacements.co.in) under the heading "Investors Corner".

11. 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 holding shares in physical form and are interested in availing this nomination facility are requested to write to the Company / RTA.
12. Members are requested to note that in case of transfers, 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 transferor(s), transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transfer / transmission / transposition, is mandatory.
13. 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, Annual Report along with this Notice of the Annual General Meeting, Attendance Slip and Proxy Form is sent 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. Shareholders are requested to note that the said documents would also be available on the Company's website '[www.indiacements.co.in](http://www.indiacements.co.in)' from where it can be downloaded. In case any Shareholder desires to receive the above document(s) in physical form, such Shareholder is required to write a letter to the Company/RTA or send an e-mail to [investor@indiacements.co.in](mailto:investor@indiacements.co.in) quoting their DP ID and Client ID Number in case the shares are held in electronic form and Folio Number in case the shares are held in physical form. 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.
14. The Securities and Exchange Board of India (SEBI) vide its Circular dated 20.04.2018, has mandated registration of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in physical form are therefore, requested to submit their PAN and Bank Account Details to RTA / Company by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque leaf. The original cancelled cheque leaf should bear the name of the Member. In the alternative, Members are requested



to submit a copy of bank passbook / statement attested by the Bank Officials. Further, it may be noted that in terms of SEBI (LODR) Amendment Regulations, 2018, any investor who is desirous of transferring shares (which are held in physical form) after December 5, 2018 can do so only after the shares are dematerialized. In other words, transfer of shares held in physical form will not be considered after 05.12.2018 from one entity to other.

## **15. Electronic Voting (e-Voting)**

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 72<sup>nd</sup> Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-Voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-Voting shall be able to exercise their right at the meeting through ballot paper. In case any member casts his / her vote through ballot at the AGM in addition to remote e-Voting, the voting through remote e-Voting shall be considered as final and vote cast at the AGM through ballot shall be considered as invalid.
- III. The members who have cast their vote by remote e-Voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-Voting period commences on 16.09.2018 (9.00 A.M.) and ends on 19.09.2018 (5.00 P.M.). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 13.09.2018, may cast their vote by remote e-Voting. The remote e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution(s) is cast by the member, the member shall not be allowed to change it subsequently.
- V. Smt. P.R.Sudha, Company Secretary in Practice (Membership No.F6046, C.P. No. 4468) has been appointed as the Scrutinizer to scrutinize the voting and remote e-Voting process in a fair and transparent manner.
- VI. The process and manner for remote e-Voting are as under:

Step 1 :Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 A01*** and EVEN is 101456 then user ID is 101456A01***

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- How to retrieve your 'initial password'?
  - 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'.
  - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the " Initial password" or have forgotten your password:

- Click on "Forgot User Details/Password?"(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number / folio number, your PAN, your name and your registered address.