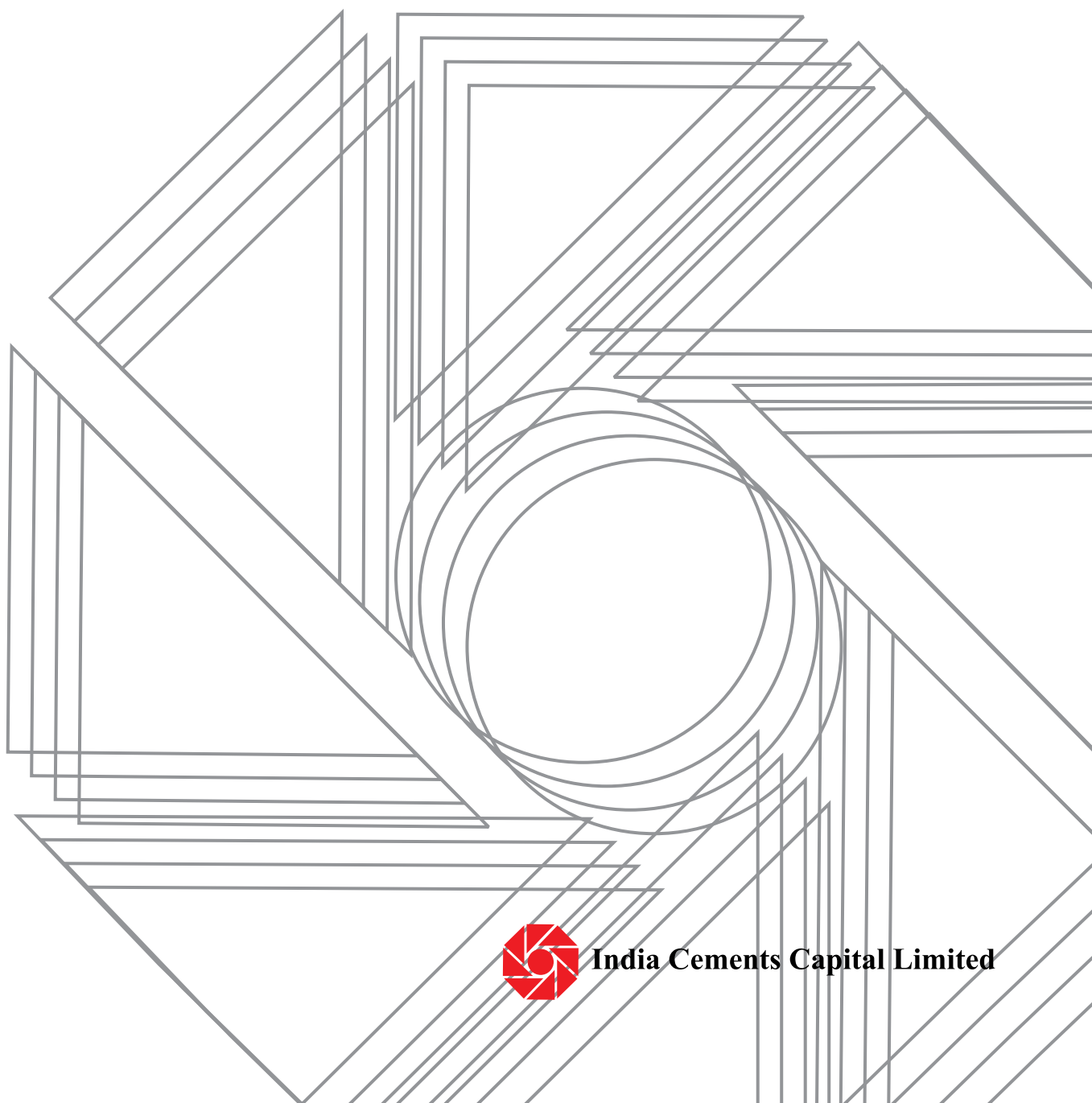


33rd Annual Report

2019



India Cements Capital Limited

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India Cements Capital Limited

CORPORATE INFORMATION

Board of Directors

Sri V Manickam
Chairman

Sri N R Krishnan
(upto 31.03.2019)

Sri V M Mohan

Smt. Lakshmi Aparna Sreekumar
(w.e.f. 01.04.2019)

Smt. E Jayashree

Bankers

Axis Bank Limited
HDFC Bank Limited
ICICI Bank Limited
Punjab National Bank
YES Bank Limited

Corporate Management Team

Sri K Suresh
President, CEO & CFO

Smt. E Jayashree
Company Secretary

Registrar &

Transfer Agent

Cameo Corporate Services Ltd
Subramanian Building, 5th Floor
1, Club House Road
Chennai - 600 002.

Registered Office & Corporate Office :

Dhun Building
827, Anna Salai
Chennai – 600 002.

Branches :

Refer Page No. 122

Auditors

M/s. P.S.Subramania Iyer & Co.,
Chartered Accountants,
Chennai.

Internal Auditors

M/s. Gopalaiyer and Subramanian
Chartered Accountants,
Chennai.



India Cements Capital Limited

Registered & Corporate Office: Dhun Building, 827, Anna Salai, Chennai 600 002.

CIN : L65191TN1985PLC012362

E-mail ID : secr@iccaps.com Website: www.iccaps.com

Tel: 044-28572600 Fax: 044-28414583

NOTICE TO MEMBERS

NOTICE is hereby given that the Thirtythird Annual General Meeting of the Members of India Cements Capital Limited will be held at 12.30 P.M. on Monday, the 23rd September, 2019 at The Music Academy (Mini Hall), New No.168, T.T.K. Road, Royapettah, Chennai 600014, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2019 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 31st March, 2019 and Report of Auditors thereon.
3. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:
“RESOLVED THAT Sri V.M. Mohan (DIN 00921760) 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:

4. 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, (Listing Regulations) as amended and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Smt.Lakshmi Aparna Sreekumar (DIN: 0008196552), a Non-executive Independent Director of the Company, who was appointed as an Additional Director by the Board of Directors on 01.04.2019 and whose term of office expires at 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 Listing Regulations 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 01.04.2019 to 31.03.2024 and that she shall not be liable to retire by rotation.”
5. To consider and if thought fit, to pass with or without modification, the following resolution as a SPECIAL RESOLUTION:
“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 17 and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (Listing Regulations) as amended and based on the recommendations of the Nomination and Remuneration Committee and the Board of Directors, Sri.V.Manickam (DIN: 00179715), a Non-executive Independent Director of the Company, who holds office upto 25th September, 2019 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his



candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for a second and final term of 3 consecutive years from 26th September, 2019 to 25th September, 2022 and that he shall not be liable to retire by rotation.”

NOTES:

1. Explanatory Statement is annexed to the Notice of the thirtythird Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of Items No.4 and 5.
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 (SS-2) 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 Item Nos. 3 to 5 of the Notice convening the 33rd 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, stamped 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 17.09.2019 to 23.09.2019 [both days inclusive].
6. Pursuant to the provisions of Section 124 of the Companies Act, 2013 (corresponding Section 205A of the Companies Act, 1956), the amount of dividend/deposits/interest on Deposits which remains unclaimed for a period of seven years from the date of declaration/payment, would be transferred to “Investor Education and Protection Fund”.
7. Company’s shares are being dematerialised at the option of the Members. Members are requested to contact the Registrar and Share Transfer Agent (RTA) for all matters connected with the Company’s shares at the following address :

CAMEO CORPORATE SERVICES LIMITED

V Floor, “Subramanian Building”, No.1, Club House Road,
Chennai – 600 002.

Phone : 044 – 28460390 (5 Lines), Fax : 044 - 28460129

E-Mail : investor@cameoindia.com

Contact Person : Ms.K.Sreepriya

Designation : Head – RTA & Company Secretary

8. Members holding shares in physical form are requested to intimate the change in their address, if any, immediately to the Company at its Registered Office or to the Registrar & Transfer Agent [RTA] at their address given above, quoting their folio number. 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.

9. 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.
10. Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-attested photocopy of PAN Card of the claimant(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transmission/transposition, is mandatory.
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or the RTA.
12. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2), this Notice and the Annual Report of the Company for the financial year 2018-2019 are being sent by e-mail to those Members who have registered their e-mail address with the Company / RTA (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.
13. Shareholders are requested to note that the said documents would also be available on the Company's website www.iccaps.com 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 secr@iccaps.com quoting DP ID and Client ID Number in case the share(s) are held in electronic form and Folio Number in case the share(s) are held in physical form.
14. 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 of the Company if the shares are held in physical form.
15. 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. P.S.Subramania Iyer & Co., Chartered Accountants, Statutory Auditors, who were appointed in the AGM held on 15th September, 2017 for a term of five years to hold office from the conclusion of the Thirtyfirst AGM until the conclusion of the Thirtysixth AGM of the Company.
16. In terms of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, securities of listed Companies can only be transferred in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In the view of above, members are advised to dematerialise equity shares held by them in physical form.
17. Voting through electronic means:
In compliance with the provisions of Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide the members, facility to exercise their right to vote at the 33rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):
 - I The instructions for e-voting are as under:
 - (i) Log on to the e-voting website www.evotingindia.com.
 - (ii) Click on "Shareholders" tab
 - (iii) Enter your User ID (For CDSL: 16 digits beneficiary ID, For NSDL: 8 Character DP ID followed by 8 Digits Client ID, Members holding shares in Physical Form should enter Folio Number registered with the Company and then enter the Image Verification as displayed and Click on Login).



- (iv) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used. If you are a first time user follow the steps given in points (v) and (vi).

- (v) Fill up the following details in the appropriate boxes:

For Members holding shares both in Demat and Physical Form

PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.

*Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the sequence number (Sequence number has been provided as Serial number in the address label and / or in the e-mail sent to Members) in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name. Eg. If your name is Deepak Raj with sequence number 1 then enter DE00000001 in the PAN field.

Please enter any one of the details in order to login. Incase both the details are not recorded with the depository and company please enter the Member id / folio number in the Dividend Bank details field.

- (vi) After entering these details appropriately, click on "SUBMIT" tab.
- (vii) Members holding shares in physical form will reach directly the Company selection screen. However, Members holding shares indemat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (viii) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for India Cements Capital Limited.
- (x) On the voting page, you will see Resolution Description and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the "Resolutions File Link" if you wish to view the entire Resolutions.
- (xii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the changed password then Enter the User ID and Captcha Code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates. After receiving the login details they have to link the account(s) which they wish to vote on and then cast their vote. They should upload a scanned copy of the Board Resolution and Power of

Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

(xvii) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.

- II. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.
- III. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IV. The e-voting period commences on 20.09.2019(9:00A.M) and ends on 22.09.2019(5:00 P.M). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 16.09.2019, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- V. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date i.e. 16.09.2019.
- VI. Shri G.Porselvam, practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses not in the employment of the Company and shall submit, not later than fortyeight hours from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- VIII. The Results declared along with the report of the Scrutinizer shall be placed on the Company's website www.iccaps.com and on the website of CDSL after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be forwarded to the BSE Limited, where equity shares are listed.

18. Members are requested to bring the annual report with them to the Annual General Meeting.

Place : Chennai
Date : 7th August, 2019

By Order of the Board
For India Cements Capital Limited
E Jayashree
Company Secretary



PURSUANT TO REGULATION 36 (3) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS2) ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / REAPPOINTED, VIDE ITEMS NO. 3 TO 5 OF THE NOTICE DATED 7TH AUGUST 2019.

(i)	Name of the Director	Sri V.M. Mohan
	Director Identification Number (DIN)	00921760
	Date of Birth	19.05.1956
	Date of appointment on the Board as Director	11.02.2015
	Category of Directorship	Non-Executive Director
	Date of last reappointment as Director	15.09.2017
	Expertise in specific functional areas	Finance & Accounts
	Qualification	B.Com, ACA, ACMA, ACS.
	Brief Profile / Experience	Sri V.M. Mohan is Executive President (Corporate Finance), The India Cements Limited, having more than 3 decades of experience.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	100
	List of outside Directorships held in Public Companies	Coromandel eServices Limited Coromandel Infotech India Limited Coromandel Travels Limited Jhunjhunu Cement Limited Raasi Cement Limited Tekplay Systems Limited
	Chairman / Member of the Committees of Board of Directors of the Company	Audit Committee - Member Stakeholders Relationship Committee - Member
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	Nil

(ii)	Name of the Director	Smt. Lakshmi Aparna Sreekumar
	Director Identification Number (DIN)	08196552
	Date of Birth	22 nd June, 1973
	Date of appointment on the Board as Director	1 st April 2019
	Term of appointment	5 years from 01.04.2019
	Category of Directorship	Independent, Non-Executive Director
	Date of last reappointment as Director	Not Applicable
	Expertise in specific functional areas	Management and Administration
	Qualification	Master Degree in Nutrition

Brief Profile / Experience	Smt. Lakshmi Aparna Sreekumar is an Entrepreneur, Writer and served as Lecturer in a cultural academy. Besides her business, she actively engages herself in CSR activities including health care, counselling and nutrition.
Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	Nil
List of outside Directorships held in Public Companies	The India Cements Limited India Cements Investments Services Limited
Chairman / Member of the Committees of Board of Directors of the Company	Audit Committee – Member Stakeholders Relationship Committee – Chairperson
Chairman / Member of the Committees of Board of Directors of other Companies in which she is a Director	The India Cements Limited Stakeholders Relationship Committee – Chairperson
Relationships between directors inter-se	Nil
Relationship with Key Managerial Personnel	Nil

(iii)	Name of the Director	Sri.V.Manickam
	Director Identification Number (DIN)	00179715
	Date of Birth	1 st April 1952
	Date of appointment on the Board as Director	11 th February 2015
	Term of appointment	3 years from 26.09.2019
	Category of Directorship	Independent, Non-Executive
	Date of last reappointment as Director	23 rd September 2015
	Expertise in specific functional areas	Investment
	Qualification	B.Sc, ACA
	Brief Profile / Experience	Sri V. Manickam is a Chartered Accountant and has put more than 3 decades of service in Life Insurance Corporation of India. He retired as Managing Director and CEO of LIC Pension Fund. Post retirement, he is serving as Secretary of Life Insurance Council since 31.08.2012.
	Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	Nil
	List of outside Directorships held in Public Companies	EID Parry (India) Limited (Listed Company) ICL Financial Services Limited
	Chairman / Member of the Committees of Board of Directors of the Company	Audit Committee – Chairman Stakeholders Relationship Committee – Member
	Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	EID Parry (India) Limited Audit Committee – Chairman Stakeholders Relationship Committee – Member
	Relationships between directors inter-se	Nil
	Relationship with Key Managerial Personnel	Nil