



---

THE

---

INDIA CEMENTS

---

LIMITED

---

---

---

---

---

---

---

---

---

ANNUAL REPORT

**2020**

## 74<sup>th</sup> Annual General Meeting

Date : 28<sup>th</sup> September 2020 (Monday)  
Time : 9.30 A.M. (IST)  
Mode of conducting AGM : Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

## CONTENTS

Page No.

Notice to Shareholders .....	2
Ten Years in Brief – Financial Information .....	17
Directors' Report .....	18
Corporate Governance .....	37
Independent Auditors' Report .....	90
Balance Sheet .....	100
Statement of Profit & Loss .....	101
Cash Flow Statement .....	103
Notes on Accounts .....	105
Independent Auditors' Report on the Consolidated Financial Statements .....	146
Consolidated Balance Sheet .....	154
Consolidated Statement of Profit & Loss .....	155



# 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 K. Balakrishnan</b>	(till 28.08.2019)
<b>Sri S. Balasubramanian Adityan</b>	
<b>Sri Basavaraju</b>	
<b>Smt. Lakshmi Aparna Sreekumar</b>	
<b>Sri K.P. Nair</b>	(w.e.f. 24.06.2020)
<b>Smt. Nalini M Ratnam</b>	(Nominee of Life Insurance Corporation of India) (w.e.f. 07.02.2020)
<b>Sri V. Ranganathan</b>	
<b>Smt. Sandhya Rajan</b>	
<b>Sri V. Venkatakrishnan</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.
--	---

## CEMENT FACTORIES

### REGISTERED OFFICE

“Dhun Building”  
827, Anna Salai  
Chennai – 600 002.

### TAMILNADU

**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

### TAMILNADU

**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 E-Mail Id: investor@indiacements.co.in

Phone: 044-28521526 / 28572100 / 400 Fax: 044-28517198

## NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Seventyfourth Annual General Meeting of The India Cements Limited will be held at 9.30 A.M. [Indian Standard Time (IST)] on Monday, the 28<sup>th</sup> September, 2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), to transact the following business:

### ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2020 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, 2020 and Report of Auditors thereon.
3. To declare dividend on Equity Shares for the financial year ended 31<sup>st</sup> March, 2020.
4. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT Smt.Chitra Srinivasan (DIN:01094213) 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 Smt. Nalini Murari Ratnam 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 Smt. Nalini Murari Ratnam (DIN: 07884044) be and is hereby appointed as a Director of the Company, subject to retirement by rotation."

6. 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 16(1)(b) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri Krishna Prasad Nair (DIN: 02611496), who was appointed as an Additional and Non-executive Independent Director by the Board of Directors on 24.06.2020 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 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 3 consecutive years from 24.06.2020 to 23.06.2023 and that he shall not be liable to retire by rotation."

7. To consider and if thought fit, to pass with or without modification, the following resolutions as ORDINARY RESOLUTIONS:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactments thereof for the time being in force) ('the Act') and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, framed thereunder (including any amendment thereof for the time being in force) and Regulation 17(6)(e) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ('Listing Regulations'), other applicable laws and regulations, if any, Articles of Association of the Company and subject to requisite approvals, as may be required, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company, the Company hereby accords its approval and consent for the reappointment of Smt. Rupa Gurunath (DIN: 01711965) as Wholtime Director of the Company for a period of five years with effect from 5<sup>th</sup> March 2020 and for the payment of remuneration to her at the existing terms for her services as Wholtime Director as set out hereunder:

- (a) Salary: Rs.15,00,000/- per month
- (b) Commission: Such percentage of commission (in addition to salary, allowances, perquisites and benefits hereinafter stated) calculated with reference to the net profit of the Company for each financial year as may be fixed by the Board of Directors which together with salary and monetary value of allowances, perquisites and benefits shall not exceed the ceiling laid down under Section 197 of the Companies Act, 2013 and Regulation 17(6)(e) of the Listing Regulations.
- (c) Allowances and other Perquisites:
  - (i) Housing:  
Rent free accommodation will be provided to the Wholetime Director for which 10% of salary will be recovered. In case no accommodation is provided by the Company, house rent allowance at 30% of salary, shall be paid. In addition, the Wholetime Director shall be allowed free use of the Company owned furniture and other consumer durables, as required.
  - (ii) Others:  
The Wholetime Director will also be entitled to other allowances and perquisites together with reimbursement of expenses or allowances for utilities such as gas, electricity, water, furnishings and repairs, medical reimbursement, leave travel allowance for self and family, club fees, personal accident insurance and such other perquisites and allowances in accordance with the rules of the Company or as may be agreed to by the Board of Directors with the Wholetime Director, so however, that the value of such perquisites and allowances will be subject to a maximum of 45% of the annual salary.  
  
Perquisites and allowances shall be evaluated as per Income Tax Rules, wherever applicable. In the absence of any such rules, perquisites and allowances shall be evaluated at actual cost. Provision for the use of Company's car for official duties and telephone, telefax, audio / video conferencing and other communication facilities at residence shall not be included in the computation of perquisites and allowances for the purpose of calculating the said ceiling.  
  
Company's contribution to Provident Fund and Superannuation Fund, Gratuity payable as per the rules of the Company applicable to senior management personnel and encashment of leave at the end of tenure shall not be included in the computation of limits for the perquisites and allowances as aforesaid."

"RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during her term of office, the Company will pay remuneration by way of salary, allowances, perquisites and benefits as specified above as minimum remuneration per annum to Smt. Rupa Gurunath, Wholetime Director, subject to obtaining any other requisite approvals."

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

- 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 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 Rs.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 2021, be and is hereby ratified."

**NOTES:**

- 1 Explanatory Statement is annexed to the Notice of the Seventyfourth Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of Items No.5 to 8.
- 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 7 of the Notice convening the 74<sup>th</sup> Annual General Meeting of the Company.
- 3 In view of the continuing restrictions on the movement of persons at several places in the country due to COVID 19 global pandemic, Ministry of Corporate Affairs, Government of India ("MCA") has, vide its Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020,



13<sup>th</sup> April, 2020 and 5<sup>th</sup> May, 2020 respectively and SEBI has vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/ 2020/79 dated 12<sup>th</sup> May, 2020 permitted Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) / Other Audio Visual Means (OAVM). Accordingly, the Seventyfourth Annual General Meeting of the members of the Company shall be conducted in virtual mode i.e., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") ("Virtual AGM"), as per the guidelines issued by the MCA. The deemed venue of this meeting shall be the Registered Office of the Company at 'Dhun Building', 827, Anna Salai, Chennai – 600 002.

National Securities Depository Limited ('NSDL') will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for remote e-Voting, participating in the meeting through VC / OAVM and vote during the AGM through e-Voting system is explained in Note No.20 below and is also available on the website of the Company at [www.indiacements.co.in](http://www.indiacements.co.in).

Members are hereby informed that the Seventyfourth Annual General Meeting of the Company shall be conducted in virtual mode i.e., through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and there will be no physical meeting of the shareholders taking place at a common venue and physical presence of the members has been dispensed with to participate and vote in the Seventyfourth Annual General Meeting of the Company.

- 4 Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.indiacements.co.in](http://www.indiacements.co.in). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- 5 Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the proxy form, attendance slip and Route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.

- 6 Corporate Members intending to authorize their representatives to attend the AGM through VC/ OAVM and vote through e-Voting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend the AGM through VC/ OAVM and cast their votes through e-Voting.

- 7 The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in Note No. 20 of the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

In case of joint holders attending the Annual General Meeting in virtual mode, only such joint holder, who is higher in the order of names as per the Register of Members of the Company, will be entitled to attend and vote.

- 8 The Register of Directors and Key Managerial Personnel and their shareholding, as maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection of Members on the website of the Company at [www.indiacements.co.in](http://www.indiacements.co.in) and at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day, prior to the date of the meeting.

- 9 The Register of Members and Share Transfer Books of the Company will remain closed from 22.09.2020 to 28.09.2020 (both days inclusive).

- 10 The equity dividend as recommended by the Board, if approved at the Annual General Meeting, will be paid on or before 27.10.2020 to those Members (or their mandatees) whose names will appear in the Company's Register of Members as on 21.09.2020. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.

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

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

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

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

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

#### **11 DEDUCTION OF TAX AT SOURCE ON DIVIDEND:**

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

Declaration in Form No. 15G / Form 15H, as applicable, fulfilling certain conditions to claim exemption from deduction of tax at source should be sent to the RTA on or before 20.09.2020. Please download Form 15G / 15H from the Income Tax website [www.incometaxindia.gov.in](http://www.incometaxindia.gov.in). No communication would be accepted from members beyond September 20, 2020 regarding the tax on dividend matters.

- 12 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, 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: [corpserv@integratedindia.in](mailto:corpserv@integratedindia.in).

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

Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records.

- 13 The Ministry of Corporate Affairs, New Delhi, vide its notification dated May 7, 2018, has done away with the requirement 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 4th 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.





14 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.

15 Unclaimed dividends for the financial years from 1995-96 to 2000-01, 2006-07 to 2011-12 have been transferred to Investor Education and Protection Fund (IEPF). Dividend for the financial years ended 31<sup>st</sup> March, 2013 and 31<sup>st</sup> March, 2016 to 31<sup>st</sup> March, 2019 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 year ended 31<sup>st</sup> March, 2013 and for the financial years ended 31<sup>st</sup> March, 2016 to 31<sup>st</sup> March, 2019 are requested to make their claim forthwith to the Company / RTA.

In terms of Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), as amended, all the equity shares in respect of which dividend has remained unpaid / unclaimed for a period of seven consecutive years or more are required to be transferred to the Demat account of IEPF Authority. Accordingly, the Company had transferred equity shares on which dividend remained unpaid / unclaimed for the financial years 2008-09 to 2011-12 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 2012-13, 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 2012-13 and corresponding shares to IEPF account on the due date i.e. 21.11.2020.

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 31.03.2019 and hosted the same on the Company's website: [www.indiacements.co.in](http://www.indiacements.co.in) under the heading "Investors Corner".

16 Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is / are entitled to nominate in the prescribed manner, a person to whom his / her / their shares in the Company, shall vest after his / her / their lifetime. Members who are interested in availing this nomination facility are requested to write to the Company / RTA, in case shares are held in physical form or to the depository participants in case shares are held in demat form.

17 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.

18 In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) and the General Circular No. 20/2020 dated 5th May, 2020 issued by MCA and in view of prevailing situation on account of COVID 19 and owing to the difficulties involved in dispatching physical copies of the financial statements (including Board's report, Auditor's report or other documents required to be attached therewith), such statements including the Notice of AGM are being sent only by e-mail to those Members who have registered their e-mail address with the Company/ Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.

The Annual Report containing the said documents including Notice of AGM is also available on the Company's website '[www.indiacements.co.in](http://www.indiacements.co.in)' and on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). from where it can be downloaded. The Notice can also be accessed from the websites of the Stock Exchanges on which the Shares of the Company are listed i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively. Shareholders may please note that no physical / hard copy of the aforesaid documents will be sent by the Company.



Members, who have not registered their e-mail addresses, are requested to register their e-mail addresses with (i) the Depository Participant(s), if the shares are held in electronic form and (ii) with the Company / Registrar & Share Transfer Agent (RTA) of the Company, if the shares are held in physical form.

- 19 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 forwarding duly signed letter along with self-attested copy of PAN Card and cancelled cheque leaf. The cancelled cheque leaf should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement issued by the Bank.

In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above, members are advised to dematerialise equity shares held by them in physical form.

## 20 **Electronic Voting (e-Voting)**

- I In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Secretarial Standards issued by the Institute of Company Secretaries of India and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is pleased to provide to its members the facility of remote e-voting and voting through e-voting system during the AGM, in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.
- II Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
- III The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- IV The remote e-Voting period commences on 24.09.2020 (9.00 A.M. IST) and ends on 27.09.2020 (5.00 P.M. IST). During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 21.09.2020, 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 e-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 :**

- 1 Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile / laptop / other devices.
  - 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:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - ii) If your email ID is not registered, please follow steps mentioned below:
    1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Company i.e. investor@indiacements.co.in or RTA i.e. corpserv@integratedindia.in.
    2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to the Company i.e. investor@indiacements.co.in or RTA i.e. corpserv@integratedindia.in.
    3. The Company / RTA, after verification of aforesaid documents, shall co-ordinate with NSDL and provide the login credentials.

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

- a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.