



THE

INDIA CEMENTS

LIMITED

ANNUAL REPORT

2021



**Sri N. Srinivasan, Vice Chairman & Managing Director and Smt. Rupa Gurunath, Wholetime Director,
with Platinum Jubilee Year Trophy and Flags**

75th Annual General Meeting

Date	:	8 th September 2021 (Wednesday)
Time	:	10.00 A.M. (IST)
Mode of conducting AGM	:	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)

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THE INDIA CEMENTS LIMITED



BOARD OF DIRECTORS

Sri N. Srinivasan	Vice Chairman & Managing Director
Smt. Chitra Srinivasan	
Smt. Rupa Gurunath	Wholetime Director
Sri S. Balasubramanian Adityan	
Sri Basavaraju	
Sri S. Christopher Jebakumar	(Nominee of IDBI Bank Limited) (w.e.f. 03.04.2021)
Sri Krishna Prasad Nair	
Smt. Lakshmi Aparna Sreekumar	
Smt. Nalini M Ratnam	(Nominee of Life Insurance Corporation of India)
Sri T.S. Raghupathy	(w.e.f. 06.11.2020)
Sri V. Ranganathan	
Smt. Sandhya Rajan	
Sri Sanjay Shantilal Patel	(w.e.f. 03.04.2021)
Sri K. Skandan	(w.e.f. 27.01.2021)
Sri V. Venkatakrishnan	(Nominee of IDBI Bank Limited) (till 31.01.2021)

AUDITORS

Messrs K.S. Rao & Co.	Messrs S. Viswanathan LLP
Chartered Accountants	Chartered Accountants
7-B, 7 th Floor, Century Plaza,	17, Bishop Wallers Avenue (West)
560-562, Anna Salai,	Mylapore,
Chennai - 600 018.	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 Vajinath,
Beed District.

RMC UNITS

Tamil Nadu, Karnataka and Telangana

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

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company for the financial year ended 31st March, 2021 and the Reports of Directors and Auditors thereon.
2. To receive, consider and adopt Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 and the Report of Auditors thereon.
3. To declare dividend on Equity Shares for the financial year ended 31st March, 2021.
4. To consider and if thought fit, to pass the following resolution as an ORDINARY RESOLUTION:
"RESOLVED THAT Smt. Nalini Murari Ratnam (DIN: 07884044) who retires by rotation and is eligible for reappointment be and is hereby reappointed as a Director of the Company, subject to retirement by rotation."

SPECIAL BUSINESS:

5. To appoint Sri T.S.Raghupathy as a Director of the Company and for that purpose to consider and if thought fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a Member of the Company as required under Section 160 of the Companies Act, 2013:
"RESOLVED THAT Sri T.S.Raghupathy (DIN: 00207220) be and is hereby appointed as a Director of the Company, subject to retirement by rotation."
6. To appoint Sri S.Christopher Jebakumar as a Director of the Company and for that purpose to consider and if thought fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a Member of the Company as required under Section 160 of the Companies Act, 2013:
"RESOLVED THAT Sri S.Christopher Jebakumar (DIN: 06956160) be and is hereby appointed as a Director of the Company, subject to retirement by rotation."
7. To appoint Sri V.Ranganathan as a Director of the Company and for that purpose to consider and if thought fit, to pass the following ORDINARY RESOLUTION of which notice has been received from a Member of the Company as required under Section 160 of the Companies Act, 2013:
"RESOLVED THAT Sri V.Ranganathan (DIN: 00550121) be and is hereby appointed as a Director of the Company, subject to retirement by rotation."
8. To consider and if thought fit, to pass the following resolution as a SPECIAL RESOLUTION:
"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 16(1)(b) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri S.Balasubramanian Adityan (DIN:00036898), a Non-executive Independent Director of the Company, whose first term of office as an Independent Director of the Company concluded on 06.12.2020 and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for a second and final term of 5 consecutive years from 07.12.2020 to 06.12.2025 and that he shall not be liable to retire by rotation."

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 16(1)(b) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri Krishnan Skandan (DIN: 01945013), who was appointed as an Additional and Non-executive Independent Director by the Board of Directors on 27.01.2021 and who holds office upto this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 consecutive years from 27.01.2021 to 26.01.2024 and that he shall not be liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 16(1)(b) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri Sanjay Shantilal Patel (DIN: 00283429), who was appointed as an Additional and Non-executive Independent Director by the Board of Directors on 03.04.2021 and who holds office upto this Annual General Meeting and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and Listing Regulations and who is eligible for appointment as an Independent Director and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 consecutive years from 03.04.2021 to 02.04.2024 and that he shall not be liable to retire by rotation.”

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Regulation 16(1)(b) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), as amended, Sri Basavaraju (DIN: 01252772), a Non-executive Independent Director of the Company, whose first term of office as an Independent Director of the Company concluded on 10.08.2021 and who has submitted a declaration that he meets the criteria of independence as provided in the Companies Act, 2013 and Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company, be and is hereby reappointed as an Independent Director of the Company to hold office for a second and final term of two consecutive years from 11.08.2021 to 10.08.2023 and that he shall not be liable to retire by rotation.”

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

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

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



(c) Allowances and other Perquisites:

(i) Housing:

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

(ii) Others:

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

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

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

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

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

- (a) the annual remuneration payable to him exceeding ₹ 5 Crores or 2.5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Act, whichever is higher, or
- (b) the aggregate annual remuneration of all the Executive Directors exceeds 5 percent of the net profits of the Company calculated as per the provisions of Section 198 of the Act for the tenure of appointment of Sri N. Srinivasan, as Managing Director."

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

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

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

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

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

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

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

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

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

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

NOTES:

1. Explanatory Statement is annexed to the Notice of the Seventy-fifth Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of Items No. 5 to 14 and Secretarial Standards issued by The Institute of Company Secretaries of India.
2. Details pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations) and Secretarial Standard on General Meetings (SS2) issued by The Institute of Company Secretaries of India in respect of Directors seeking appointment / reappointment at the Annual General Meeting are annexed hereto for Items No. 4 to 12 of the Notice convening the 75th Annual General Meeting of the Company.
3. Pursuant to General Circular Nos. 14/2020, 17/2020, 20/2020 and 02/2021 dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January 2021 respectively issued by Ministry of Corporate Affairs, Government of India (“MCA”) and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 12th May, 2020 and 15th January, 2021 respectively issued by Securities and Exchange Board of India (SEBI), companies are permitted to conduct the Annual General Meeting (AGM) through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”). Accordingly, the Seventy-fifth Annual General Meeting of the Members of the Company shall be conducted in virtual mode i.e., through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) (“Virtual AGM”), as per the guidelines issued by the MCA. The deemed venue of this meeting shall be the Registered Office of the Company at ‘Dhun Building’, 827, Anna Salai, Chennai – 600 002.

National Securities Depository Limited (‘NSDL’) will be providing facility for voting through remote e-voting, for participation in the AGM through VC / OAVM and e-voting during the AGM. The procedure for remote e-Voting, participating in the meeting through VC / OAVM and vote during the AGM through e-Voting system is explained in Note No.21 below and is also available on the website of the Company at www.indiacements.co.in.

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

4. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS2) and the General Circular Nos. 20/2020 and 02/2021 dated



5th May, 2020 and 13th January, 2021 respectively issued by MCA, the Annual Report containing the Notice of Seventy-fifth Annual General Meeting, financial statements, Board's report, Auditor's report and other documents required to be attached therewith are being sent only by e-mail to those Members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.

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

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

5. The attendance of Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM and hence the proxy form, attendance slip and Route map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
7. Corporate Members intending to authorize their representatives to attend the AGM through VC/ OAVM and vote through e-Voting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend the AGM through VC/OAVM and cast their votes through e-Voting.
8. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in Note No.21 of the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

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

9. The Register of Directors and Key Managerial Personnel and their shareholding, as maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which the Directors are interested, as maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM. All documents referred to in the Notice will also be available for inspection of Members on the website of the Company at www.indiacements.co.in and at the Registered Office of the Company between 11.00 A.M. and 1.00 P.M. on any working day, prior to the date of the meeting.
10. The Register of Members and Share Transfer Books of the Company will remain closed from 02.09.2021 to 08.09.2021 (both days inclusive).
11. The equity dividend as recommended by the Board, if approved at the Annual General Meeting, will be paid on or before 07.10.2021 to those Members (or their mandatees) whose names will appear in the Company's Register of Members as on 01.09.2021. In respect of shares held in electronic form, the dividend will be paid on the basis of beneficial ownership as per details furnished by the depositories for this purpose.

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

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

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

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

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

12. DEDUCTION OF TAX AT SOURCE ON DIVIDEND:

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

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

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

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

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

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



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

In terms of Sections 124 and 125 of the Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 (Rules), as amended, all the equity shares in respect of which dividend has remained unpaid / unclaimed for a period of seven consecutive years or more are required to be transferred to the Demat account of IEPF Authority. Accordingly, the Company had transferred equity shares on which dividend remained unpaid / unclaimed for the financial years 2008-09 to 2012-13 to the IEPF Authority, after following the procedures prescribed in the aforesaid Rules. A Statement containing the details of such shareholders whose equity shares were transferred to IEPF Authority is available on the Company's website at www.indiacements.co.in under the heading "Investors Corner".

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

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

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

17. Under the provisions of Section 72 of the Companies Act, 2013, shareholder(s) is / are entitled to nominate in the prescribed manner, a person to whom his / her / their shares in the Company, shall vest after his / her / their lifetime. Members who are interested in availing this nomination facility are requested to write to the Company / RTA, in case shares are held in physical form or to the depository participants in case shares are held in demat form.
18. Members are requested to note that in case of deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of self-attested photocopy of PAN Card of the claimant(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transmission / transposition, is mandatory.
19. The Securities and Exchange Board of India (SEBI), has mandated submission of Permanent Account Number (PAN) and Bank Account Details for all securities holders. Members holding shares in electronic form are requested to submit their PAN and Bank Account details to the Depository Participant with whom they maintain their Demat Account. Members holding shares in physical form are requested to submit their PAN and Bank Account Details to RTA / Company by forwarding duly signed letter along with self-attested copy of PAN Card and cancelled cheque leaf. The cancelled cheque leaf should bear the name of the Member. In the alternative, Members are requested to submit a copy of bank passbook / statement issued by the Bank.
20. In terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, securities of listed companies can only be transferred in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of the above, members are advised to dematerialise equity shares held by them in physical form.
21. Electronic Voting (e-Voting)
- I In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended), and the Secretarial Standards issued by the Institute of Company Secretaries of India and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020, May 05, 2020 and January 13, 2021, and SEBI Circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 09, 2020, the Company is pleased to provide to its members the facility of remote e-voting and voting through e-voting system during the AGM to cast their vote on resolutions, in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting during the AGM will be provided by NSDL.