



# India Cements Capital Limited

Regd. & Corp. Office : Dhun Building,

827, Anna Salai, Chennai 600 002

T 2857 2600 / 2841 4503 F 2841 4583 www.iccaps.com

CIN : L65191TN1985PLCO12362

ICCL/

27.09.2014

BSE Limited  
Corporate Relationship Department  
1<sup>st</sup> Floor, New Trading Ring, Rotunda Building  
Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
**MUMBAI 400 001.**

**SCRIP CODE : 511355**

Dear Sirs,

**Sub.: Compliance of Clause-35A of the Listing Agreement - Outcome of voting results of Annual General Meeting held on 26.09.2014**

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

1. Date of AGM : 26.09.2014
2. Total number of shareholders on Record Date : 12074
3. Number of shareholders present in the meeting either in person or through proxy:
  - (a) Promoters and promoter group : 5
  - (b) Public : 169
4. No. of shareholders attended the meeting through video conferencing : Nil
  - (a) Promoters and promoter group
  - (b) Public
5. Details of Agenda:

(a) Adoption of the audited accounts for the year ended 31.03.2014

Resolution required : Ordinary Resolution  
Mode of voting : evoting and Poll

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	16258590	16258590	100.00%	16258590	Nil	100.00%	Nil
Public - Institutional holders	600	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	5447010	550432	10.11	550431	1	100.00%	0
<b>Total</b>	<b>21706200</b>	<b>16809022</b>	<b>77.56</b>	<b>16809021</b>	<b>1</b>	<b>100.00%</b>	<b>0</b>

*F. Jayak*



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- (b) Appointment of a director in place of Mr.T.S.Raghupathy who retires by rotation and being eligible, offers himself for reappointment:

Resolution required : Ordinary Resolution  
Mode of voting : evoting and Poll

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	16258590	16258590	100.00%	16258590	Nil	100.00%	Nil
Public – Institutional holders	600	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	5447010	550432	10.11	550431	1	100.00%	0
<b>Total</b>	<b>21706200</b>	<b>16809022</b>	<b>77.56</b>	<b>16809021</b>	<b>1</b>	<b>100.00%</b>	<b>0</b>

- (c) Appointment of M/s.S.Viswanathan, Chartered Accountants, Chennai, as Auditors of the Company:

Resolution required : Ordinary Resolution  
Mode of voting : evoting and Poll

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	16258590	16258590	100.00%	16258590	Nil	100.00%	Nil
Public – Institutional holders	600	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	5447010	550432	10.11	550431	1	100.00%	0
<b>Total</b>	<b>21706200</b>	<b>16809022</b>	<b>77.56</b>	<b>16809021</b>	<b>1</b>	<b>100.00%</b>	<b>0</b>

- (d) Appointment of Mr.N.Srinivasan as an Independent Director of the Company:

Resolution required : Ordinary Resolution  
Mode of voting : evoting and Poll

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	16258590	16258590	100.00%	16258590	Nil	100.00%	Nil
Public – Institutional holders	600	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	5447010	550432	10.11	550431	1	100.00%	0
<b>Total</b>	<b>21706200</b>	<b>16809022</b>	<b>77.56</b>	<b>16809021</b>	<b>1</b>	<b>100.00%</b>	<b>0</b>

F. Jayak

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(e) Appointment of Mr.N.R.Krishnan as an Independent Director of the Company:

Resolution required : Ordinary Resolution  
Mode of voting : evoting and Poll

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	16258590	16258590	100.00%	16258590	Nil	100.00%	Nil
Public-Institutional holders	600	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	5447010	550432	10.11	550431	1	100.00%	0
<b>Total</b>	<b>21706200</b>	<b>16809022</b>	<b>77.56</b>	<b>16809021</b>	<b>1</b>	<b>100.00%</b>	<b>0</b>

(f) Renewal of borrowing limit:

Resolution required : Special Resolution  
Mode of voting : evoting and Poll

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	$(3)=[(2)/(1)]*100$	(4)	(5)	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
Promoter and Promoter Group	16258590	16258590	100.00%	16258590	Nil	100.00%	Nil
Public-Institutional holders	600	Nil	Nil	Nil	Nil	Nil	Nil
Public-Others	5447010	550432	10.11	550431	1	100.00%	0
<b>Total</b>	<b>21706200</b>	<b>16809022</b>	<b>77.56</b>	<b>16809021</b>	<b>1</b>	<b>100.00%</b>	<b>0</b>

We write this to inform you that all the aforesaid resolutions have been passed with requisite majority. We enclose the Scrutinizer's Report dated 27.09.2014 for your records.

Thanking you,

Yours faithfully,  
for INDIA CEMENTS CAPITAL LIMITED

*F. Jayalakshmi*  
COMPANY SECRETARY

**Scrutinizer's Report – Combined**

[Pursuant to Sections 108 and 109 of the Companies Act, 2013 read with  
Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

The Chairman  
India CementsCapital Limited  
Dhun building 827,Anna Salai,  
Chennai - 600002

Dear Sir,

**Sub: Annual General Meeting on 26.09.2014**

- 1) I, G.Porselvam, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of India CementsCapital Limited (the Company),having its Registered Office at 'Dhun Building', 827, Anna Salai, Chennai 600 002, for the purpose of scrutinizing the e-voting and Poll process in terms of Sections 108 & 109 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 (theRules) on the Resolutions contained in the Notice of the 28<sup>th</sup>Annual General Meeting (AGM) of the Members of the Company, held onFriday, the 26<sup>th</sup> September, 2014 at 2.00 P.M.at SathguruGnanananda Hall (NaradaGanaSabha), No. 314, T.T.K. Road, Chennai 600 018.
- 2) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rulesmade thereunder relating to e-voting and poll on the resolutions contained in the Notice ofthe AGM of the Members of the Company.
- 3) My responsibility as Scrutinizer for the e-voting process and for the Poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports downloadedfrom the e-voting system provided by CDSL for e-voting and the Polling Papersreceived on the Poll conducted at the AGM.
- 4) I submit my report as under:
  - a) The Company hasprovided the Members facility to exercise their right to vote at the AGM by electronic means to transact the business detailed in the Notice throughe-voting services providedby Central Depository Services (India) Limited (CDSL) for conducting e-voting by the Shareholders of the Company.



- b) The Shareholders of the Company holding shares on the "cut-off" date i.e., 22<sup>nd</sup> August, 2014, were entitled to vote on the Resolutions as set out at Item Nos. 1 to 6 in the Notice of the AGM of the Company.
- c) The voting period for e-voting commenced on Saturday, 20<sup>th</sup> September, 2014 at 9.00 a.m. and ended on Monday, 22<sup>nd</sup> September, 2014 at 6.00 p.m. and thereafter, the CDSL e-voting platform was blocked.
- d) Thereafter, I have unblocked the votes cast under e-voting facility in the presence of two witnesses, Mr.V. Nagraj and Mr.V. Esaki who are not in the employment of the Company.
- e) After conclusion of the Polling at the AGM of the Company held on 26<sup>th</sup> September, 2014, I have opened the locked Polling Box in the presence of two witnesses, Mr.V. Nagraj and Mr.V. Esaki, who are not in the employment of the Company. The Polling Papers were reconciled with the records maintained by the Company and the Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- f) I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the CDSL e-voting system and on Poll based on the Polling Papers received at the AGM.
- g) I report that the result of the voting through electronic means and on poll in respect of the said Resolutions is as under:

**Resolution No: 1**

**Nature of resolution: Ordinary Resolution**

**Adoption of audited accounts for the year ended on 31<sup>st</sup> March 2014 and the Auditor's Report thereon and the Director's report.**

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	58	1,66,77,541	
Poll	13	1,31,480	
<b>Total</b>	<b>71</b>	<b>1,68,09,021</b>	<b>99.999</b>



(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	1	-
Poll	0	0	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.001</b>

<b>Total Valid Votes</b>	<b>72</b>	<b>1,68,09,022</b>	<b>100.00</b>
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(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	--
Poll	5	26270	--
<b>Total</b>	<b>5</b>	<b>26270</b>	<b>--</b>

**Resolution No: 2**

**Nature of Resolution: Ordinary Resolution**

**Appointment of Sri T.S. Raghupathy (DIN:00207220), as Director retiring by rotation and being eligible, offers himself for reappointment:**

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	58	1,66,77,541	
Poll	13	1,31,480	
<b>Total</b>	<b>71</b>	<b>1,68,09,021</b>	<b>99.999</b>

(ii)Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	1	-
Poll	0	0	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.001</b>

<b>Total Valid Votes</b>	<b>72</b>	<b>1,68,09,022</b>	<b>100.00</b>
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(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	--
Poll	5	26270	--
<b>Total</b>	<b>5</b>	<b>26270</b>	<b>--</b>

**Resolution No: 3**

**Nature of Resolution: Ordinary Resolution**

**Appointment of M/s. S.Viswanathan, Chartered Accountants, Chennai, as Auditors of the Company.**

(i) Voted in favour of the resolution

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	58	1,66,77,541	
Poll	13	1,31,480	
<b>Total</b>	<b>71</b>	<b>1,68,09,021</b>	<b>99.999</b>

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	1	-
Poll	0	0	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.001</b>

<b>Total Valid Votes</b>	<b>72</b>	<b>1,68,09,022</b>	<b>100.00</b>
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(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	--
Poll	5	26270	--
<b>Total</b>	<b>5</b>	<b>26270</b>	<b>--</b>



**Resolution No: 4**

**Nature of Resolution: Ordinary Resolution**

**Appointment of SriN.Srinivasan (DIN 00004195) as an Independent Director of the Company.**

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	58	1,66,77,541	
Poll	13	1,31,480	
<b>Total</b>	<b>71</b>	<b>1,68,09,021</b>	<b>99.999</b>

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	1	-
Poll	0	0	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.001</b>

<b>Total Valid Votes</b>	<b>72</b>	<b>1,68,09,022</b>	<b>100.00</b>
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(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	--
Poll	5	26270	--
<b>Total</b>	<b>5</b>	<b>26270</b>	<b>--</b>





Resolution No: 5

Nature of Resolution: Ordinary Resolution

Appointment of SriN.R.Krishnan (DIN 00047799) as an Independent Director of the Company.

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	58	1,66,77,541	
Poll	13	1,31,480	
<b>Total</b>	<b>71</b>	<b>1,68,09,021</b>	<b>99.999</b>

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	1	-
Poll	0	0	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.001</b>

<b>Total Valid Votes</b>	<b>72</b>	<b>1,68,09,022</b>	<b>100.00</b>
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(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	--
Poll	5	26270	--
<b>Total</b>	<b>5</b>	<b>26270</b>	<b>--</b>



**Resolution No: 6**

**Nature of Resolution: Special Resolution**

**Renewal of Borrowing limit:**

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	58	1,66,77,541	
Poll	13	1,31,480	
<b>Total</b>	<b>71</b>	<b>1,68,09,021</b>	<b>99.999</b>

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	1	-
Poll	0	0	-
<b>Total</b>	<b>1</b>	<b>1</b>	<b>0.001</b>

<b>Total Valid Votes</b>	<b>72</b>	<b>1,68,09,022</b>	<b>100.00</b>
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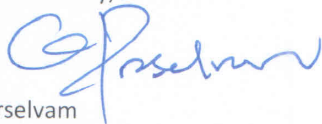
(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	--
Poll	5	26270	--
<b>Total</b>	<b>5</b>	<b>26270</b>	<b>--</b>

In terms of Rule 20 of the Rules, the register and all other papers and relevant records relating to e-voting and poll have been handed over to Mrs.E.Jayashree, Company Secretary of the Company for safe keeping.

Thanking You,

Yours Faithfully,



G.Porselvam  
Practicing Company Secretary, ACS: 9322 CP No: 3187  
Place: Chennai  
Date: 27.09.2014