



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

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

NOTICE TO SHAREHOLDERS

NOTICE is hereby given that the Sixtyeighth Annual General Meeting of The India Cements Limited will be held at 9.15 A.M. on Friday, the 26th December, 2014, at IMAGE Auditorium, No.3, Thandavarayan Street, M.R.C. Nagar, R.A. Puram, Chennai - 600 028, to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Directors' Report, the accounts of the Company for the year ended 31st March 2014 and the Auditors' Report thereon.
2. To appoint a Director in the place of Mrs. Chitra Srinivasan (DIN:01094213) who retires by rotation and is eligible for reappointment.
3. To appoint Auditors and fix their remuneration:

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 139 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) M/s. Brahmayya & Co. (Registration No.000511S) and M/s. P.S.Subramania Iyer & Co. (Registration No.004104S) Chartered Accountants, Chennai, be and are hereby appointed Auditors of the Company for a period of three years to hold office from the conclusion of the Sixtyeighth Annual General Meeting until the conclusion of the Seventyfirst Annual General Meeting, subject to ratification of such appointment by the Members at every annual general meeting held after this Annual General Meeting on such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. To appoint Sri Nagaraj Garla as a Director of the Company and for that purpose to consider and if deemed 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 Nagaraj Garla (DIN:06983880) be and is hereby appointed as a Director of the Company subject to retirement by rotation."

5. 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 Clause 49 of the Listing Agreement, Sri Arun Datta (DIN: 00180069), a non-executive Director of the Company, whose period of office is liable to determination by retirement by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of two consecutive years with effect from 26th December, 2014 to 25th December, 2016 or the date of Seventieth Annual General Meeting of the Company whichever is earlier and that he shall not be liable to retire 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 Clause 49 of the Listing Agreement, Sri R.K. Das (DIN: 00327985), a non-executive Director of the Company, whose period of office is liable to determination by retirement by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of two consecutive years with effect from 26th December, 2014 to 25th December, 2016 or the date of Seventieth Annual General Meeting of the Company whichever is earlier 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 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 Clause 49 of the Listing Agreement, Sri N.R. Krishnan (DIN: 00047799), a non-executive Director of the Company, whose period of office is liable to determination by retirement by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of two consecutive years with effect from 26th December, 2014 to 25th December, 2016 or the date of Seventieth Annual General Meeting of the Company whichever is earlier and that he shall not be liable to retire by rotation."

8. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri V. Manickam (DIN: 00179715), a non-executive Director of the Company, whose period of office is liable to determination by retirement by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of two consecutive years with effect from 26th December, 2014 to 25th December, 2016 or the date of Seventieth Annual General Meeting of the Company whichever is earlier and that he shall not be liable to retire by rotation."

9. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification(s) or re-enactments thereof for the time being in force) and Clause 49 of the Listing Agreement, Sri N. Srinivasan (DIN: 00004195), a non-executive Director of the Company, whose period of office is liable to determination by retirement by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a Member proposing his candidature for the office of Director of the Company and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for appointment as an Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of two consecutive



years with effect from 26th December, 2014 to 25th December, 2016 or the date of Seventieth Annual General Meeting of the Company whichever is earlier and that he shall not be liable to retire by rotation."

10. To consider and if thought fit, to pass with or without modification, the following resolution as an ORDINARY RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 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.10 lakhs payable to Sri S.A.Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor, besides reimbursement of service tax 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 and the grinding units for the year ending 31st March 2015, be and is hereby ratified."

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

"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 ("Act") (including any amendment thereto or re-enactment thereof for the time being in force) and the Rules made thereunder, as amended from time to time and subject to all applicable laws and regulations including but not restricted to the provisions of the Foreign Exchange Management Act, 1999 (FEMA) (including any amendment thereto or re-enactment thereof for the time being in force) the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 (including any amendment thereto), Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000 (including any amendment thereto), Foreign Exchange Management (Transfer or Issue of any Foreign Security) Regulations, 2004 (including any amendment thereto), Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("ICDR Regulations") (including any amendment thereto), applicable listing agreements entered into by the Company with the stock exchanges where the Company's securities are listed (including any amendment thereto) and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and Rules, Regulations, Directives, Guidelines, Notifications and Circulars, if any, issued by the Government of India, Reserve Bank of India, Securities and Exchange Board of India and all other regulatory, appropriate and / or relevant / concerned / competent authorities and subject to all necessary approvals, consents, permissions and / or sanctions of the Government of India (GOI), Reserve Bank of India (RBI), Securities and Exchange Board of India (SEBI), financial institutions, banks, lenders and all other regulatory, appropriate and / or relevant / concerned / competent authorities, whether in India or abroad, and subject to such conditions and modifications as may be prescribed by any of them while granting any such approvals, consents, permissions and / or sanctions which the Board of Directors of the Company (the Board) (which term shall be deemed to include any Committee which the Board may have constituted or hereafter may constitute for exercising the powers conferred on the Board by this resolution), be and is hereby authorised to accept, if it thinks fit and in the interests of the Company, the Company do create, offer, issue, and allot from time to time, on such terms and conditions as may be decided and deemed appropriate by the Board in its absolute discretion at the time of issue or allotment, in one or more tranches, by way of public issue, preferential issue, private placement, Qualified Institutions Placement (QIP) or otherwise or any combination thereof, offerings in Indian and / or International markets, further equity shares and / or Global Depository Shares (GDSs) and / or Global Depository Receipts (GDRs) and / or securities convertible into equity shares, and / or American Depository Receipts (ADRs) and / or Foreign Currency Convertible Bonds (FCCBs) representing Equity Shares and / or Foreign Currency Bonds and / or Debentures or Bonds convertible into Equity Shares whether fully or partly and whether compulsorily or at the option of the Company or the holders thereof and / or any security linked to equity shares and / or Preference Shares whether cumulative / redeemable / partly redeemable / partly convertible / fully convertible and / or all or any or combination of the aforesaid securities with or without detachable or non-detachable warrants with a right exercisable by the warrant holders to convert or subscribe to shares/securities, as the Company may be advised (hereinafter collectively referred to as "Securities") to eligible resident and / or non-resident and / or foreign investors (whether institutions and / or incorporated bodies and / or individuals and / or mutual funds and / or trusts and / or otherwise), Foreign Institutional Investors (FIIs), Qualified Institutional Buyers (QIBs), Foreign Corporate Bodies (FCBs),

Foreign Portfolio Investors, Qualified Foreign Investors, Foreign Companies, Foreign Venture Capital Investors, Mutual Funds, Pension Funds, Venture Capital Funds, Financial Institutions, Banks Indian or of foreign origin, Insurance Companies and such other persons or entities, bodies corporate, including the general public whether or not such investors are members of the Company, to all or any of them, jointly or severally to be subscribed in Indian and / or Foreign currency(ies) through prospectus, offering letter, circular, memorandum and / or through any other mode as may be deemed appropriate by the Board for an amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores only) or its equivalent in US Dollars or one or more other foreign currencies, including any premium and with or without Green Shoe Option attached thereto on such terms and conditions including pricing as the Board may in its sole discretion decide and the form and the persons to whom such securities may be issued and all other terms and conditions like interest or additional interest, discount or premium on the market price or prices and in such form and manner and on such terms and conditions, including the number of Securities to be issued, face value, rate of interest, redemption period, manner of redemption, amount of premium on redemption / prepayment, number of further equity shares to be created, offered, issued and allotted on conversion / redemption / extinguishment of debt(s), exercise of rights attached to the warrants, the ratio of exchange of shares and / or warrants and / or any other financial instrument, period of conversion, fixing of record date or book closure and all other related or incidental matters as the Board may in its absolute discretion think fit and decide in consultation with appropriate authority(ies), merchant banker(s) and / or book runner(s) and / or lead manager(s) and / or underwriter(s) and / or advisor(s) and / or trustee(s) and / or Co-Lead Manager(s) and / or Manager(s) and / or Guarantor(s) and / or Depository(ies) and / or Custodian(s) and / or Registrar(s) and / or Banker(s) and / or Stabilisation Agent(s) and / or such other person(s), but without requiring any further approval or consent from the shareholders and also subject to the applicable rules / regulations / directives / guidelines for the time being in force."

"RESOLVED FURTHER THAT without prejudice to the generality of the above and subject to all applicable laws, the aforesaid issue of Securities may have all or any terms or combination of terms including but not limited to conditions in relation to payment of interest, additional interest, premium on redemption, prepayment and any other debt service payments whatsoever and all such terms as are provided in issue of securities of this nature internationally including terms for issue of equity shares upon conversion of the Securities or variation of the conversion price of the Securities during the term of the Securities."

"RESOLVED FURTHER THAT the Board be and is hereby authorised if it deems fit in its absolute discretion to create, offer, issue and allot Securities upto such percentage of issue as is permissible to the Stabilisation Agent by availing Green Shoe Option subject to Rules, Regulations, Directives and Guidelines as may be applicable, so however, the overall quantum of money raised, including any premium, shall not exceed Rs.500 Crores (Rupees Five Hundred Crores only) or its equivalent in US Dollars or one or more other foreign currencies and enter into and execute all such agreements and arrangements with any Merchant Banker(s), Book Runner(s), Lead Manager(s), Underwriter(s), Advisor(s), Trustee(s), Co-Lead Manager(s), Manager(s), Guarantor(s), Depository(ies), Custodian(s), Registrar(s), Banker(s), Stabilisation Agent(s) and / or such other person(s), as the case may be, involved or concerned in such offerings of Securities and to pay all such fee / expenses as may be mutually agreed."

"RESOLVED FURTHER THAT in the event of issue of securities by way of Global Depository Shares (GDSs) and / or Global Depository Receipts (GDRs) and / or securities convertible into equity shares, and / or American Depository Receipts (ADRs) and / or Foreign Currency Convertible Bonds (FCCBs), the relevant date on the basis of which price of resultant shares to be determined as specified under applicable law, shall be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board decides to open the proposed issue of securities."

"RESOLVED FURTHER THAT in the event of issue of securities by way of a Qualified Institutional Placement in terms of Chapter VIII of the ICDR Regulations:

- (i) any issue of securities shall be at such price which is not less than the price determined in accordance with the pricing formula provided in the Chapter. The Company may offer a discount of not more than 5% on the price so calculated or such percentage as permitted under ICDR Regulations;
- (ii) 'relevant date' for determination of the floor price of the Equity Shares to be issued shall be -
 - (a) in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue;



- (b) in case of allotment of eligible convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares;
- (iii) the allotment of securities shall be completed within 12 months from the date of this resolution approving the proposed issue or such other time as may be allowed by the relevant ICDR Regulations from time to time; and
- (iv) the Securities shall not be sold for a period of one year from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time by the relevant ICDR Regulations."

"RESOLVED FURTHER THAT the Securities issued in foreign markets shall be deemed to have been made abroad and / or in the market and / or at the place of issue of the securities in the international market and may be governed by applicable foreign laws."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to enter into and execute all such agreements and arrangements with any Merchant Banker(s), Book Runner(s), Lead Manager(s), Underwriter(s), Advisor(s), Trustee(s), Co-Lead Manager(s), Manager(s), Guarantor(s), Depository(ies), Custodian(s), Registrar(s), Banker(s), Stabilisation Agent(s), such other person(s) and all such agencies as may be involved or concerned in such offerings of Securities and to remunerate all such agencies by way of commission, brokerage, fees or the like and also to reimburse them expenses incurred in relation to the issue of Securities and other expenses, if any."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to finalise and approve the offering circular / placement document for the proposed issue of the securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid to give such declarations, affidavits, certificates, consents and / or authorities as may, in the opinion of such authorized person, be required from time to time and to arrange for the submission of the offering circular / placement document and any amendments and supplements thereto, with any applicable stock exchanges (whether in India or abroad), government and regulatory authorities, institutions or bodies, as may be required and also to seek listing of underlying shares / securities in one or more Indian / International stock exchanges."

"RESOLVED FURTHER THAT the Board and / or an agency or body authorised by the Board may issue or authorise the issue of Depository Receipt(s) / Share Certificate(s) / foreign currency convertible bonds and / or other forms of securities, representing the Securities issued by the Company in registered or bearer form with such features and attributes as are prevalent in Indian and / or International capital markets for instruments of such nature and to provide for the tradability or free transferability thereof, as per the Indian / International practices and regulations and the recording of any amendment thereto with the United States Securities and Exchange Commission and such other relevant regulatory authority as may be necessary and under the norms and practices prevalent in the Indian / International markets."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to create, offer, issue and allot such number of equity shares as may be required to be issued and allotted upon conversion of any securities or as may be necessary in accordance with the terms of the offering, all such equity shares ranking pari passu with the existing equity shares of the Company in all respects including dividend."

"RESOLVED FURTHER THAT the issue of the securities which are convertible into or exchangeable with equity shares at a later date shall be, inter alia, subject to the following terms and conditions:

- (a) In the event of the Company making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the equity shares, the number of equity shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;
- (b) In the event of the Company making a rights offer by issue of equity shares prior to the allotment of the equity shares, consequent to the issue covered by this resolution, the entitlement to the equity shares will stand increased in the same proportion as that of the rights offer and such additional equity shares shall be offered to the holders of the securities at the same price at which the same are offered to the existing shareholders;

- (c) In the event of merger, amalgamation, takeover or any other reorganization or restructuring or any such corporate action, the number of equity shares, the price and time period, as aforesaid, shall be suitably adjusted if warranted; and
- (d) In the event of consolidation and / or division of outstanding equity shares into smaller number of equity shares (including by way of stock split) or reclassification of the securities into other securities and / or involvement in such other events or circumstances which in the opinion of the concerned stock exchange requires such adjustments, necessary adjustments will be made."

"RESOLVED FURTHER THAT subject to the applicable laws, such of these Securities to be issued, as are not subscribed, may be disposed of by the Board to such person(s) and in such manner and on such terms as the Board may in its absolute discretion think most beneficial to the Company, including offering or placing them with eligible resident and / or non-resident and / or foreign investors (whether institutions and / or incorporated bodies and / or individuals and / or mutual funds and / or trusts and / or otherwise), Foreign Institutional Investors (FIIs), Qualified Institutional Buyers (QIBs), Foreign Corporate Bodies (FCBs), Foreign Portfolio Investors, Qualified Foreign Investors, Foreign Companies, Foreign Venture Capital Investors, Mutual Funds, Pension Funds, Venture Capital Funds, Financial Institutions, Banks Indian or of foreign origin, Insurance Companies and such other persons or entities, bodies corporate, including the general public whether or not such investors are members of the Company, as the Board may in its absolute discretion decide."

"RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

- (a) the securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and
- (b) the equity shares that may be issued by the Company shall rank pari passu with the existing equity shares of the Company in all respects."

"RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board be and is hereby authorised on behalf of the Company to agree to and make and accept such conditions, modifications and alterations stipulated by any of the relevant authorities while according approvals, consents or permissions to the issue as may be considered necessary, proper and expedient and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing, depository, custodian and trustee arrangements and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in regard to any such issue(s) / offer(s) or allotment(s) or otherwise and utilisation of the issue proceeds and / or otherwise to alter or modify the terms of issue, if any, as it may in its absolute discretion deem fit and proper without being required to seek any further consent or approval of the Company to the end and intent and the Company shall be deemed to have given its approval thereto expressly by the authority of this resolution."

"RESOLVED FURTHER THAT the Board or any director(s) or any officer(s) of the Company designated by the Board be and is / are hereby authorised on behalf of the Company to do such acts, deeds, matters and things as it/ they may at its / their discretion deem necessary or desirable for such purpose, including without limitation, if required, filing a Registration Statement and other relevant documents with United States Securities and Exchange Commission, or such other regulatory authority as may be necessary for listing the Securities on the Luxembourg Stock Exchange and / or New York Stock Exchange ("NYSE") and / or NASDAQ and / or London Stock Exchange and / or Singapore Exchange Securities Trading Limited and / or such other international stock exchanges and the entering into of depository arrangements in regard to any such issue or allotment as it / they may in its / their absolute discretion deem fit."

"RESOLVED FURTHER THAT pursuant to Section 180(1)(a) and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, the Board be and is hereby authorised to secure, if deemed fit and relevant, the entire or any part of the Securities together with interest, costs, charges and other amounts payable in respect thereof by creation of mortgage / charge on the whole or part of the Company's immovable and / or movable properties / undertakings, present and / or future with such ranking and other terms as may be decided by the Board and for that purpose to accept such terms and conditions and to execute such documents and writings as the Board may consider necessary or proper. "



"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any committee of Directors or Managing Director or any Director or any other officer or officers of the Company to give effect to the aforesaid resolutions."

NOTES:

1. Explanatory Statement is annexed to the Notice dated 12th November, 2014 of the Sixtyeighth Annual General Meeting of the Company as required by Section 102 of the Companies Act, 2013 in respect of items No.4 to 11.
2. Details pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of Directors seeking appointment / re-appointment at the Annual General Meeting are annexed hereto for Items No.2 and 4 to 9 of the Notice dated 12th November, 2014.
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

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

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

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

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

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

5. The Register of Members and Share Transfer Books of the Company will remain closed from 17th December, 2014 to 26th December, 2014 (both days inclusive).
6. Members are requested to contact the Registrar and Share Transfer Agent for all matters connected with the Company's shares at Integrated Enterprises (India) 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: corpserve@integratedindia.in.

Members holding shares in physical form are requested to notify change of address, if any, to the Registrar and Share Transfer Agent (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.

7. Members holding shares in the dematerialised mode are requested to intimate all changes with respect to their bank details, mandate, nomination, power of attorney, change of address, etc. to their Depository Participant (DP). These changes will be automatically reflected in the Company's records.
8. Unclaimed dividends up to 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) up to 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.
9. Unclaimed dividends for the financial years from 1995-96 to 2000-2001 have been transferred to Investor Education and Protection Fund. Dividend for the financial years ended 31st March 2007 to 31st March 2013 which remain unpaid or unclaimed for a period of 7 years will be transferred to the Investor Education and Protection Fund established under Section 205C of the Companies Act, 1956. Shareholders who have not encashed the dividend warrant(s) so far for the financial years ended 31st March 2007 to 31st March 2013 are requested to make their



claim forthwith to the Registered / Corporate Office of the Company / RTA. It may be noted that once the unclaimed dividend is transferred to the Investor Education and Protection Fund, as above, no claim shall lie in respect thereof.

10. 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.
11. Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgement of request for transfer / transmission / transposition, is mandatory.
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, Annual Report along with this Notice of the Annual General Meeting, Attendance Slip and Proxy Form is being sent by e-mail to those Members who have registered their e-mail address with the Company / Registrar and Share Transfer Agent (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories.

Shareholders are requested to note that the said documents would also be available on the Company's website www.indiacements.co.in 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 send an e-mail to investor@indiacements.co.in in quoting DP Id and Client Id Number in case the shares are held in electronic form and Folio Number in case the shares are held in physical form.

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

13. Electronic Voting (e-Voting)

- I. In compliance with the provisions of Clause 35B of the Listing Agreements, 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 Sixtyeighth Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by National Securities Depository Limited (NSDL):

The instructions for e-Voting are as under:

- A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / RTA / Depository Participant(s)]:
 - (i) Open email and open PDF file viz. "ICL AGM 2014 e-voting.pdf" with your Client ID or Folio Number as password. The said PDF file contains your user ID and password / PIN for e-Voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on "Shareholder - Login".
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of The India Cements Limited.
 - (viii) Now you are ready for "e-voting" as "Cast Vote" page opens.



- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sudha.pr2@gmail.com or sudha_pr@yahoo.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company / RTA / Depository Participant(s) or who requested physical copy] :

- (i) Initial password is provided, as below, at the bottom of the Attendance Slip for the AGM:

EVEN (e-Voting Event Number)	USER ID	PASSWORD/PIN

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

- II. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
- III. If you are already registered with NSDL for e-Voting then you can use your existing user ID and password/PIN for casting your vote.
- IV. 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).
- V. The e-Voting period commences on 17th December, 2014 (9.00 A.M.) and ends on 19th December, 2014 (6.00 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 (record date) 21st November, 2014, may cast their vote electronically. The e-Voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- VI. 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 (record date) 21st November, 2014.
- VII. Mrs. P.R. Sudha, Practising Company Secretary (Membership No.F6046) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- VIII. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Vice Chairman & Managing Director of the Company.
- IX. The Results shall be declared at or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.indiacements.co.in and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Madras Stock Exchange Limited, BSE Limited and National Stock Exchange of India Limited, where equity shares are listed.

(By order of the Board)
for THE INDIA CEMENTS LIMITED

Place : Chennai
Dates: 12th November, 2014

G BALAKRISHNAN
Senior President & Company Secretary

PURSUANT TO CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGES, FOLLOWING INFORMATION ARE FURNISHED ABOUT THE DIRECTORS PROPOSED TO BE APPOINTED / REAPPOINTED, VIDE ITEMS NO. 2 & 4 TO 9 OF NOTICE DATED 12TH NOVEMBER 2014.

(i) Name of the Director	: Mrs. Chitra Srinivasan
Date of Birth	: 31 st July 1949
Date of appointment on the Board as Director	: 5 th March 2010
Date of last reappointment as Director	: 2 nd August 2010
Expertise in specific functional areas	: Industry
Qualification	: B.Sc.
Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: 78580
List of outside Directorships held in Public Companies	: Nil
Chairman / Member of the Committees of Board of Directors of the Company	: Nil
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: Not Applicable
Relationship with other Directors	: Wife of Sri N. Srinivasan, Vice Chairman & Managing Director and Mother of Ms. Rupa Gurunath, Wholetime Director
(ii) Name of the Director	: Sri Nagaraj Garla
Date of Birth	: 5 th April 1969
Date of appointment on the Board as Director	: 25 th September 2014
Date of last reappointment as Director	: Not Applicable
Expertise in specific functional areas	: Banking & Finance
Qualification	: M.Com., M.B.A., CAIIB
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	: Nil
Chairman / Member of the Committees of Board of Directors of the Company	: Nil
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: Not Applicable
Relationship with other Directors	: Nil



(iii) Name of the Director	: Sri Arun Datta
Date of Birth	: 14 th June 1947
Date of appointment on the Board as Director	: 28 th October 2009
Date of last reappointment as Director	: 18 th September 2013
Expertise in specific functional areas	: Management
Qualification	: B.E. (Mechanical Engineering) & Post Graduate Diploma in Marketing Management
Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: 4000
List of outside Directorships held in Public Companies	: 1. IL & FS Tamil Nadu Power Company Limited 2. Trinetra Cement Limited
Chairman / Member of the Committees of Board of Directors of the Company	: Audit Committee - Member Shareholders' / Investors' Grievance Committee - Chairman
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: Nil
Relationship with other Directors	: Nil
(iv) Name of the Director	: Sri R.K. Das
Date of Birth	: 23 rd May 1933
Date of appointment on the Board as Director	: 1 st October 2004
Date of last reappointment as Director	: 24 th August 2011
Expertise in specific functional areas	: Technical
Qualification	: B.E. (Mech.)
Number of Equity Shares held in the Company by the Director or for other persons on a beneficial basis	: 1500
List of outside Directorships held in Public Companies	: 1. Coromandel Sugars Limited 2. ICL Financial Services Limited 3. ICL International Limited 4. ICL Securities Limited 5. ICL Shipping Limited 6. Industrial Chemicals & Monomers Limited 7. Raasi Cement Limited 8. Trinetra Cement Limited
Chairman / Member of the Committees of Board of Directors of the Company	: Audit Committee - Member
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: Nil
Relationship with other Directors	: Nil

(v) Name of the Director	: Sri N.R.Krishnan
Date of Birth	: 20 th June 1938
Date of appointment on the Board as Director	: 24 th September 2007
Date of last reappointment as Director	: 18 th September 2013
Expertise in specific functional areas	: Administration and Management
Qualification	: B.Sc. (Hons.) Chemistry, M.Sc. Chemistry
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	: 1. India Cements Capital Limited 2. India Cements Investment Services Limited 3. Ponni Sugars (Erode) Limited 4. Tamil Nadu Petroproducts Limited 5. Tamil Nadu Road Development Company Limited 6. Trinetra Cement Limited
Chairman / Member of the Committees of Board of Directors of the Company	: Nil
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: Audit Committee - Chairman Tamil Nadu Road Development Company Limited Trinetra Cement Limited India Cements Capital Limited Audit Committee -Member Ponni Sugars (Erode) Limited Tamil Nadu Petroproducts Limited Shareholders' / Investors' Grievance Committee - Member India Cements Capital Limited
Relationship with other Directors	: Nil
(vi) Name of the Director	: Sri V. Manickam
Date of Birth	: 1 st April 1952
Date of appointment on the Board as Director	: 14 th February 2013
Date of last reappointment as Director	: 18 th September 2013
Expertise in specific functional areas	: Investment
Qualification	: B.Sc., A.C.A.
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
Chairman / Member of the Committees of Board of Directors of the Company	: Nil
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: EID Parry (India) Limited Audit Committee, Member
Relationship with other Directors	: Nil



(vii) Name of the Director	: Sri N.Srinivasan (Retd. M/s. Fraser & Ross)
Date of Birth	: 27 th July 1931
Date of appointment on the Board as Director	: 30 th September 2006
Date of last reappointment as Director	: 13 th August 2012
Expertise in specific functional areas	: Finance, Accounts and Audit
Qualification	: B.Com., C.A.
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	: 1. Best & Crompton Engineering Limited 2. Essar Oilfield Services India Limited 3. Essar Shipping Limited 4. GATI Limited 5. Mcdowell Holdings Limited 6. Redington (India) Limited 7. Redington (India) Investments Limited 8. TAFE Motors and Tractors Limited 9. The United Nilgiri Tea Estates Company Ltd 10. Tractors and Farm Equipment Limited 11. UB Engineering Limited 12. United Breweries (Holdings) Limited
Chairman / Member of the Committees of Board of Directors of the Company	: Audit Committee - Chairman
Chairman / Member of the Committees of Board of Directors of other Companies in which he is a Director	: Audit Committee: GATI Limited Redington (India) Limited Tractors and Farm Equipment Limited UB Engineering Limited United Breweries (Holdings) Limited Essar Shipping Limited Mcdowell Holdings Limited The United Nilgiri Tea Estates Company Limited
Relationship with other Directors	: Nil



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ANNEXED TO THE NOTICE OF THE SIXTYEIGHTH ANNUAL GENERAL MEETING OF THE COMPANY IN RESPECT OF ITEMS NO.4 TO 11 OF THE NOTICE DATED 12TH NOVEMBER 2014

Item No.4:

The Board recorded at its meeting held on 26th September 2014 the appointment of Sri Nagaraj Garla (DIN: 06983880), as a Director of the Company by IDBI Bank Limited in place of Sri G.M. Yadwadkar.

Notice in writing under Section 160 of the Companies Act, 2013 has been received along with necessary deposit from a member signifying his intention to propose the appointment of Sri Nagaraj Garla as Director of the Company liable to retire by rotation.

The Board recommends the Ordinary Resolution as set out in Item No.4 of the Notice for approval of the Members.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Sri Nagaraj Garla or any other key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No.5:

Sri Arun Datta (DIN: 00180069) was appointed as a Director on the Board of Directors of the Company in October 2009 and he is presently a non-executive Independent Director of the Company.

Sri Arun Datta is a Director whose period of office is liable to determination by retirement by rotation. Sri Arun Datta was eligible for appointment as an Independent Director in terms of Section 149(4) and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Sri Arun Datta being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of two consecutive years with effect from 26th December 2014 to 25th December, 2016 or the date of Seventieth Annual General Meeting of the Company whichever is earlier.

The Nomination and Remuneration Committee has recommended the appointment of Sri Arun Datta as an Independent Director for the aforesaid term and the Board has approved the same. Notice in writing under Section 160 of the Companies Act, 2013 has been received along with necessary deposit from a member signifying his intention to propose the appointment of Sri Arun Datta as an Independent Director of the Company.

Sri Arun Datta fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. The Board considers that the appointment of Sri Arun Datta as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolution as set out in Item No.5 of the Notice dated 12.11.2014 for approval of the Members.

A copy of the draft letter for appointment of Sri Arun Datta as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day prior to the date of the meeting and will also be available for inspection at the meeting.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Sri Arun Datta or any other key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No.6:

Sri R.K.Das (DIN: 00327985) was appointed as a Director on the Board of Directors of the Company in October 2004 and he is presently a non-executive Independent Director of the Company.



Sri R.K.Das is a Director whose period of office is liable to determination by retirement by rotation. Sri R.K. Das was eligible for appointment as an Independent Director in terms of Section 149(4) and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Sri R.K.Das being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of two consecutive years with effect from 26th December 2014 to 25th December, 2016 or the date of Seventieth Annual General Meeting of the Company whichever is earlier.

The Nomination and Remuneration Committee has recommended the appointment of Sri R.K.Das as an Independent Director for the aforesaid term and the Board has approved the same. Notice in writing under Section 160 of the Companies Act, 2013 has been received along with necessary deposit from a member signifying his intention to propose the appointment of Sri R.K.Das as an Independent Director of the Company.

Sri R.K. Das fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. The Board considers that the appointment of Sri R.K.Das as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolution as set out in Item No.6 of the Notice dated 12.11.2014 for approval of the Members.

A copy of the draft letter for appointment of Sri R.K.Das as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day prior to the date of the meeting and will also be available for inspection at the meeting.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Sri R.K.Das or any other key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No.7:

Sri N.R. Krishnan (DIN: 00047799) was appointed as a Director on the Board of Directors of the Company in September 2007 and he is presently a non-executive Independent Director of the Company.

Sri N.R. Krishnan is a Director whose period of office is liable to determination by retirement by rotation. Sri N.R. Krishnan was eligible for appointment as an Independent Director in terms of Section 149(4) and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Sri N.R. Krishnan being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of two consecutive years with effect from 26th December 2014 to 25th December, 2016 or the date of Seventieth Annual General Meeting of the Company whichever is earlier.

The Nomination and Remuneration Committee has recommended the appointment of Sri N.R. Krishnan as an Independent Director for the aforesaid term and the Board has approved the same. Notice in writing under Section 160 of the Companies Act, 2013 has been received along with necessary deposit from a member signifying his intention to propose the appointment of Sri N.R. Krishnan as an Independent Director of the Company.

Sri N.R. Krishnan fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. The Board considers that the appointment of Sri N.R. Krishnan as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolution as set out in Item No.7 of the Notice dated 12.11.2014 for approval of the Members.

A copy of the draft letter for appointment of Sri N.R. Krishnan as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day prior to the date of the meeting and will also be available for inspection at the meeting.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Sri N.R. Krishnan or any other key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No.8:

Sri V. Manickam (DIN: 00179715) was appointed as a Director on the Board of Directors of the Company in February 2013 and he is presently a non-executive Independent Director of the Company.

Sri V. Manickam is a Director whose period of office is liable to determination by retirement by rotation. Sri V. Manickam was eligible for appointment as an Independent Director in terms of Section 149(4) and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Sri V. Manickam being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of two consecutive years with effect from 26th December 2014 to 25th December, 2016 or the date of Seventieth Annual General Meeting of the Company whichever is earlier.

The Nomination and Remuneration Committee has recommended the appointment of Sri V. Manickam as an Independent Director for the aforesaid term and the Board has approved the same. Notice in writing under Section 160 of the Companies Act, 2013 has been received along with necessary deposit from a member signifying his intention to propose the appointment of Sri V. Manickam as an Independent Director of the Company.

Sri V. Manickam fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. The Board considers that the appointment of Sri V. Manickam as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolution as set out in Item No.8 of the Notice dated 12.11.2014 for approval of the Members.

A copy of the draft letter for appointment of Sri V. Manickam as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day prior to the date of the meeting and will also be available for inspection at the meeting.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Sri V. Manickam or any other key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No.9:

Sri N. Srinivasan (DIN: 00004195) was appointed as a Director on the Board of Directors of the Company in September 2006 and he is presently a non-executive Independent Director of the Company.

Sri N. Srinivasan is a Director whose period of office is liable to determination by retirement by rotation. Sri N. Srinivasan was eligible for appointment as an Independent Director in terms of Section 149(4) and has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

In terms of Section 149 and other applicable provisions, if any, of the Companies Act, 2013, Sri N. Srinivasan being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for a term of two consecutive years with effect from 26th December 2014 to 25th December, 2016 or the date of Seventieth Annual General Meeting of the Company whichever is earlier.

The Nomination and Remuneration Committee has recommended the appointment of Sri N. Srinivasan as an Independent Director for the aforesaid term and the Board has approved the same. Notice in writing under Section 160 of the Companies Act, 2013 has been received along with necessary deposit from a member signifying his intention to propose the appointment of Sri N. Srinivasan as an Independent Director of the Company.



Sri N. Srinivasan fulfils all the conditions specified in the Companies Act, 2013 and the Rules made thereunder and he is independent of the Management. The Board considers that the appointment of Sri N.Srinivasan as an Independent Director for the aforesaid term would be in the best interests of the Company. Hence, the Board recommends the Ordinary Resolution as set out in Item No.9 of the Notice dated 12.11.2014 for approval of the Members.

A copy of the draft letter for appointment of Sri N. Srinivasan as an Independent Director setting out the terms and conditions would be available for inspection at the Registered Office of the Company during normal business hours on any working day prior to the date of the meeting and will also be available for inspection at the meeting.

Interest of Directors and Key Managerial Personnel:

None of the Directors except Sri N. Srinivasan or any other key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No.10:

The Board of Directors at its meeting held on 26.05.2014 based on the recommendation of the Audit Committee approved the appointment of Sri S.A. Murali Prasad, Cost Accountant (Membership No.2730), as Cost Auditor for auditing the cost accounts of the Company in respect of cement plants and grinding units for the financial year ending 31.03.2015 at a remuneration of Rs.10 lakhs, besides reimbursement of service tax and out of pocket expenses.

In terms of Section 148(3) of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 the remuneration payable to the Cost Auditor is required to be ratified by the shareholders. Hence the resolution.

Interest of Directors and Key Managerial Personnel:

None of the Directors or any other key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in this resolution.

Item No.11:

Considering the present market conditions, especially in South, which is the major market for our company, it is felt prudent to improve the gearing of the company and reduce dependence on debt to the extent possible to meet other requirements of the Company. The funds proposed to be raised is likely to be utilized for refinancing of debt / normal capital expenditure / other corporate requirements of the Company, subject to end use restrictions, if any, under the applicable / appropriate guidelines / regulations in relation to the securities proposed to be issued.

Considering the requirement of funds for the above and based on the advice of Investment Bankers, it is considered prudent to raise funds by way of offerings in Indian and / or International markets, further equity shares and / or Global Depository Shares (GDSs) and / or Global Depository Receipts (GDRs) and / or securities convertible into equity shares, and / or American Depository Receipts (ADRs) and / or Foreign Currency Convertible Bonds (FCCBs) representing Equity Shares and / or Foreign Currency Bonds and / or Debentures or Bonds convertible into Equity Shares whether fully or partly and whether compulsorily or at the option of the Company or the holders thereof and / or any security linked to equity shares and / or Preference Shares whether cumulative / redeemable / partly redeemable / partly convertible / fully convertible and / or all or any or combination of the aforesaid securities with or without detachable or non-detachable warrants with a right exercisable by the warrant holders to convert or subscribe to shares / securities in Indian and / or foreign currency(ies) for an amount not exceeding Rs.500 Crores (Rupees Five Hundred Crores only) or its equivalent in US Dollars or one or more other foreign currencies.

The exact nature, proportion, size, terms including pricing and timing of the issue of Securities will be decided by the Board of Directors (Board) based on the advice of Merchant Banker(s), Book Runner(s), Lead Manager(s), Underwriter(s), Advisor(s), Trustee(s), Co-Lead Manager(s), Manager(s), Guarantor(s), Depository(ies), Custodian(s), Registrar(s), Banker(s), Stabilisation Agent(s) and / or such other person(s), involved in such issues.



The pricing and other terms of issue will be as per the provisions of the Companies Act, 2013 and Rules and Regulations made thereunder and / or any applicable Rules, Regulations, Guidelines, Notifications and Circulars issued by Government of India, Securities and Exchange Board of India, Reserve Bank of India and such other Statutory and Regulatory Authority(ies) / Body(ies).

The relevant date for the purpose of pricing of securities would be the date of the meeting in which the Board or the Committee of Directors duly authorized by the Board decides to open the proposed issue of securities and in case of convertible securities, either the date of the meeting in which the Board decides to open the issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares.

Securities which are convertible into equity shares and / or underlying equity shares and / or securities representing equity shares shall be subject to suitable adjustments in the number of shares, price, time, period, etc. in the event of any change in the Equity Share Capital structure of the Company consequent upon issue of any bonus, rights, merger, demerger, amalgamation, takeover or any other reorganization or restructuring of the Company.

As per Chapter VIII of SEBI ICDR Regulations, the qualified institutions placement shall be made at a price not less than the average of the weekly high and low of the closing prices of the equity shares of the same class quoted on the stock exchange during the two weeks preceding the relevant date. The board may, at its absolute discretion, issue equity shares at a discount of not more than five percent on the price so calculated or such percentage as permitted under ICDR Regulations.

The securities issued pursuant to the offerings would be listed on the Indian Stock Exchanges and / or international Stock Exchanges as per the terms of offer.

Section 62 of the Companies Act, 2013 provides, inter alia, that where it is proposed to increase the subscribed share capital of the Company by issue and allotment of securities, such securities shall be offered to the persons who at the date of the offer are holders of the equity shares of the Company, in proportion to the capital paid-up on those shares as of that date unless the shareholders in a general meeting decide otherwise. The Listing Agreements executed by the Company with the various stock exchanges also provide that the Company shall issue or offer in the first instance all securities to the existing equity shareholders of the Company unless the shareholders in a general meeting decide otherwise.

The proposed Special Resolutions seek the consent of the shareholders by authorising the Board to make the proposed issue of Securities and in the event of the Board deciding to issue Securities convertible into equity shares, and / or preference shares, to issue to the holders of such convertible Securities in such manner and in such number of equity shares and / or preference shares at such time or times and price on conversion as may be required to be issued in accordance with the terms of the issue.

The Securities as finally determined may have to be secured by creation of mortgage and / or charge on all or any of the Company's immovable and / or movable assets, both present and future in such form and manner and on such terms as may be deemed fit and appropriate by the Board and therefore it is necessary for the Company to pass a special resolution under Section 180(1)(a) of the Companies Act, 2013, for creation of the said mortgage or charge.

The resolutions set out in the notice are commended for approval of the shareholders.

Interest of Directors and Key Managerial Personnel:

None of the Directors or any other key managerial personnel of the Company or their relatives is directly or indirectly concerned or interested, financially or otherwise, in these resolutions, except to the extent of their equity holdings, if any, in the Company.

(By order of the Board)
for THE INDIA CEMENTS LIMITED

Place : Chennai
Dates : 12th November, 2014

G BALAKRISHNAN
Senior President & Company Secretary