



# THE INDIA CEMENTS LIMITED

Corporate Office : Coromandel Towers, 93, Santhome High Road, Karpagam Avenue.

R.A. Puram, Chennai - 600 028. Phone : 044-2852 1526, 2857 2100

Fax : 044-2851 7198, Grams : 'INDCEMENT'

CIN : L26942TN1946PLC000931

**BY FAX NO.(022) 2272 3121/2037/2041/3719/2061**

SH/B2/

05.09.2017

BSE Limited  
Corporate Relationship Dept.  
First Floor, New Trading Ring  
Rotunda Building, Phiroze Jeejeebhoy Towers  
Dalal Street, Fort  
**MUMBAI 400 001.**

Dear Sirs,

**Sub.: Compliance of Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Outcome of voting results of Annual General Meeting held on 04.09.2017**

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

- a. Date of AGM : **04.09.2017**
- b. Total number of shareholders on Record Date : **118003**
- c. Number of shareholders present in the meeting either in person or through proxy:
- (i) Promoters and promoter group : **7**
- (ii) Public : **3132**
- d. No. of shareholders attended the meeting through video conferencing : **Nil**
- (i) Promoters and promoter group
- (ii) Public
- e. Agendawise disclosure:

**(1) Adoption of Standalone Audited Accounts for the year ended 31.03.2017:**

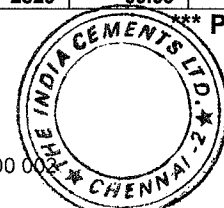
Resolution required : Ordinary Resolution

Whether promoter / promoter group are interested in the agenda/ resolution? : No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	146356816	104879953	71.66	104879953	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	146356816	104879953	71.66	104879953	0	100.00	0.00
Public- Non Institutions	E-Voting	74861997	21121718	28.21	21118989	2729	99.99	0.01
	Poll		26328	0.04	26228	100	99.62	0.38
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	74861997	21148046	28.25	21145217	2829	99.99	0.01
<b>Total</b>		<b>308152201</b>	<b>212961387</b>	<b>69.11</b>	<b>212958558</b>	<b>2829</b>	<b>99.99</b>	<b>0.01</b>

Page:02

*S. Prithwan*



Coromandel Cement



# THE INDIA CEMENTS LIMITED

Corporate Office : Coromandel Towers, 93, Santhome High Road, Karpagam Avenue,

R.A. Puram, Chennai - 600 028. Phone : 044-2852 1526, 2857 2100

Fax : 044-2851 7198, Grams : 'INDCEMENT'

CIN : L26942TN1946PLC000931

Page:02

(2) Adoption of Consolidated Audited Accounts for the year ended 31.03.2017:

Resolution required : Ordinary Resolution  
Whether promoter/ promoter group are interested in the agenda/resolution? : No

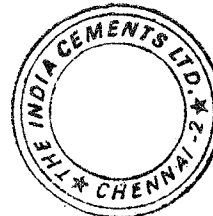
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	146356816	104879953	71.66	104879953	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	146356816	104879953	71.66	104879953	0	100.00	0.00
Public- Non Institutions	E-Voting	74861997	21121633	28.21	21119604	2029	99.99	0.01
	Poll		26328	0.04	25994	334	98.73	1.27
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	74861997	21147961	28.25	21145598	2363	99.99	0.01
<b>Total</b>		<b>308152201</b>	<b>212961302</b>	<b>69.11</b>	<b>212958939</b>	<b>2363</b>	<b>99.99</b>	<b>0.01</b>

(3) Declaration of dividend on equity shares for the year ended 31.03.2017:

Resolution required : Ordinary Resolution  
Whether promoter/ promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	146356816	111535453	76.21	111535453	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	146356816	111535453	76.21	111535453	0	100.00	0.00
Public- Non Institutions	E-Voting	74861997	21123111	28.22	21121192	1919	99.99	0.01
	Poll		26328	0.04	26228	100	99.62	0.38
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	74861997	21149439	28.25	21147420	2019	99.99	0.01
<b>Total</b>		<b>308152201</b>	<b>219618280</b>	<b>71.27</b>	<b>219616261</b>	<b>2019</b>	<b>99.99</b>	<b>0.01</b>

S. Indharam



\*\*\* Page:03





# THE INDIA CEMENTS LIMITED

Corporate Office : Coromandel Towers, 93, Santhome High Road, Karpagam Avenue,

R.A. Puram, Chennai - 600 028. Phone : 044-2852 1526, 2857 2100

Fax : 044-2851 7198, Grams : 'INDCEMENT'

CIN : L26942TN1946PLC000931

Page:03

- (4) Appointment of a director in the place of Smt.Chitra Srinivasan, who retires by rotation and being eligible, offers herself for reappointment.

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are : Yes  
interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	146356816	111535453	76.21	111535453	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	146356816	111535453	76.21	111535453	0	100.00	0.00
Public- Non Institutions	E-Voting	74861997	21121173	28.21	21113990	7183	99.97	0.03
	Poll		26328	0.04	25994	334	98.73	1.27
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	74861997	21147501	28.25	21139984	7517	99.96	0.04
<b>Total</b>		<b>308152201</b>	<b>219616342</b>	<b>71.27</b>	<b>219608825</b>	<b>7517</b>	<b>99.99</b>	<b>0.01</b>

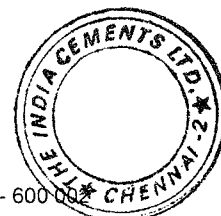
- (5) Appointment of Auditors and fixation of Remuneration.

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are : No  
interested in the agenda/resolution?

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	146356816	111447953	76.15	107388953	4059000	96.36	3.64
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	146356816	111447953	76.15	107388953	4059000	96.36	3.64
Public- Non Institutions	E-Voting	74861997	21120543	28.21	21117470	3073	99.99	0.01
	Poll		26328	0.04	26228	100	99.62	0.38
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	74861997	21146871	28.25	21143698	3173	99.98	0.02
<b>Total</b>		<b>308152201</b>	<b>219528212</b>	<b>71.24</b>	<b>215466039</b>	<b>4062173</b>	<b>98.15</b>	<b>1.85</b>

S. Indrakum



\*\*\* Page:04





# THE INDIA CEMENTS LIMITED

Corporate Office : Coromandel Towers, 93, Santhome High Road, Karpagam Avenue,

R.A. Puram, Chennai - 600 028. Phone : 044-2852 1526, 2857 2100

Fax : 044-2851 7198, Grams : 'INDCEMENT'

CIN : L26942TN1946PLC000931

Page:04

(6) Appointment of Sri M.R. Kumar as a Director of the Company, liable to retire by rotation.

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	146356816	111535453	76.21	111535453	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	146356816	111535453	76.21	111535453	0	100.00	0.00
Public - Non Institutions	E-Voting	74861997	21121073	28.21	21116234	4839	99.98	0.02
	Poll		26328	0.04	26228	100	99.62	0.38
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	74861997	21147401	28.25	21142462	4939	99.98	0.02
<b>Total</b>		<b>308152201</b>	<b>219616242</b>	<b>71.27</b>	<b>219611303</b>	<b>4939</b>	<b>99.99</b>	<b>0.01</b>

(7) Appointment of Sri K. Balakrishnan as an Independent Director of the Company.

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	146356816	111535453	76.21	111535453	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	146356816	111535453	76.21	111535453	0	100.00	0.00
Public - Non Institutions	E-Voting	74861997	21121473	28.21	21116272	5201	99.98	0.02
	Poll		26328	0.04	26228	100	99.62	0.38
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	74861997	21147801	28.25	21142500	5301	99.97	0.03
<b>Total</b>		<b>308152201</b>	<b>219616642</b>	<b>71.27</b>	<b>219611341</b>	<b>5301</b>	<b>99.99</b>	<b>0.01</b>

\*\*\* Page:05

*S. Indhuan*





# THE INDIA CEMENTS LIMITED

Corporate Office : Coromandel Towers, 93, Santhome High Road, Karpagam Avenue,

R.A. Puram, Chennai - 600 028. Phone : 044-2852 1526, 2857 2100

Fax : 044-2851 7198, Grams : 'INDCEMENT'

CIN : L26942TN1946PLC000931

Page:05

(8) Appointment of Sri V. Ranganathan as an Independent Director of the Company.

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	146356816	111535453	76.21	111535453	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	146356816	111535453	76.21	111535453	0	100.00	0.00
Public- Non Institutions	E-Voting	74861997	21121483	28.21	21117334	4149	99.98	0.02
	Poll		26328	0.04	26228	100	99.62	0.38
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	74861997	21147811	28.25	21143562	4249	99.98	0.02
<b>Total</b>		<b>308152201</b>	<b>219616652</b>	<b>71.27</b>	<b>219612403</b>	<b>4249</b>	<b>99.99</b>	<b>0.01</b>

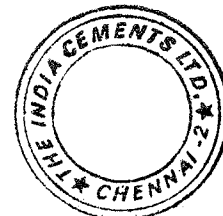
(9) Issue of non-convertible Debentures / Bonds and other Securities.

Resolution required : Special Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	146356816	111535453	76.21	111535453	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	146356816	111535453	76.21	111535453	0	100.00	0.00
Public- Non Institutions	E-Voting	74861997	21121988	28.21	21118768	3220	99.98	0.02
	Poll		26328	0.04	25989	339	98.71	1.29
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	74861997	21148316	28.25	21144757	3559	99.98	0.02
<b>Total</b>		<b>308152201</b>	<b>219617157</b>	<b>71.27</b>	<b>219613598</b>	<b>3559</b>	<b>99.99</b>	<b>0.01</b>

*S. Indhira*



\*\*\* Page:06





# THE INDIA CEMENTS LIMITED

Corporate Office : Coromandel Towers, 93, Santhome High Road, Karpagam Avenue,

R.A. Puram, Chennai - 600 028. Phone : 044-2852 1526, 2857 2100

Fax : 044-2851 7198, Grams : 'INDCEMENT'

CIN : L26942TN1946PLC000931

Page:06

(10) Ratification of remuneration to Cost Auditor of the Company.

Resolution required : Ordinary Resolution

Whether promoter/ promoter group are interested in the agenda/resolution? : No

Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	86933388	86933388	100.00	86933388	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	146356816	111535453	76.21	111535453	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	146356816	111535453	76.21	111535453	0	100.00	0.00
Public- Non Institutions	E-Voting	74861997	21121613	28.21	21115147	6466	99.97	0.03
	Poll		26328	0.04	26091	237	99.10	0.90
	Postal Ballot (if applicable)	NA	0	0.00	0	0	0.00	0.00
	Total	74861997	21147941	28.25	21141238	6703	99.97	0.03
<b>Total</b>		<b>308152201</b>	<b>219616782</b>	<b>71.27</b>	<b>219610079</b>	<b>6703</b>	<b>99.99</b>	<b>0.01</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 05.09.2017 for your records.

Thanking you,

Yours faithfully,  
for THE INDIA CEMENTS LIMITED

COMPANY SECRETARY

Encl.: As above



05.09.2017

**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]

To  
The Vice Chairman & Managing Director (Chairman of the Meeting)  
The India Cements Limited  
Corporate Office: Coromandel Towers  
93, Santhome High Road  
Karpagam Avenue, R.A. Puram  
Chennai – 600 028

Dear Sir,

**Sub: Resolutions passed through remote e-voting and by Ballot at the Annual General Meeting held on 04.09.2017 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 – Reg.**

- 1) I, P.R.Sudha, a Company Secretary in Practice have been appointed as Scrutinizer by the Board of Directors and Mr.R.Narasimhan has been appointed by the Chairman of the 71<sup>st</sup> Annual General Meeting (AGM) of The India Cements 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 and 109 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 (the Rules), as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 on the Resolutions contained in the Notice of the 71<sup>st</sup> AGM of the Members of the Company, held on Monday, the 4<sup>th</sup> September 2017 at 1.30 P.M. at Sathguru Gnanananda Hall, (Narada Gana Sabha), No.314, TTK Road, Alwarpet, Chennai – 600 018.
- 2) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to e-voting and poll on the resolutions contained in the Notice of the 71<sup>st</sup> AGM of the Members of the Company.



- 3) Our responsibility as Scrutinizers 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 stated above, based on the reports generated from the e-voting system provided by NSDL for e-voting and the Polling Papers received on the Poll conducted at the AGM.
- 4) We submit our report as under:
- a) The Company has provided the Members facility to exercise their right to vote at the AGM by electronic means to transact the business detailed in the Notice dated 28.07.2017 through e-voting services provided by National Securities Depository Limited (NSDL) for remote e-voting by the Shareholders of the Company.
  - b) The Shareholders of the Company holding shares as on the "cut-off" date i.e., 28<sup>th</sup> August 2017, were entitled to vote on the Resolutions as set out at Item Nos. 1 to 10 in the Notice of the 71<sup>st</sup> AGM of the Company.
  - c) The e-voting period commenced on Thursday, the 31<sup>st</sup> August 2017 at 9.00 a.m. and ended on Sunday, the 03<sup>rd</sup> September 2017 at 5.00 p.m.
  - d) The details relating to Members who have cast their votes through remote e-voting, such as their names, Folio Nos /DP ID & Client ID, Number of Shares held (but not the manner in which they have voted) have been downloaded from the portal of NSDL as a Scrutinizer to ensure that Members who have cast their votes through remote e-Voting do not vote again at the AGM.
  - e) At the Venue of the AGM the facility of Poll /Ballot Paper has been provided to the Members, who have not voted through remote e-voting, to exercise their right to vote on the resolutions included in the Notice of the 71<sup>st</sup> AGM.
  - f) Two empty Ballot Boxes were locked in the presence of all and placed in the meeting Venue. Members and Proxies have cast their vote through Poll / Ballot Paper by depositing the duly filled and signed Poll / Ballot Papers in the Ballot Boxes.
  - g) After conclusion of the Polling at the AGM of the Company held on 04<sup>th</sup> September 2017, I opened the locked Polling Boxes in the presence of two witnesses, Ms M K Sangeetha and Mr Murali Devaraj, 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 and the details provided by NSDL vide para 'd' above.
  - h) The poll paper received from a shareholder who has already voted electronically was not considered. Two poll papers have been rejected on the grounds that one shareholder has not indicated his vote on his ballot paper and the other person was not a shareholder as of the cut-off date.
  - i) Thereafter, on 04<sup>th</sup> September 2017, after the AGM was over, I have unblocked the votes cast under remote e-voting facility in the presence of two witnesses, Ms. M.K. Sangeetha and Mr Murali Devaraj, who are not in the employment of the Company.



A handwritten signature in cursive script, appearing to read "S. Sudeh".



- j) The voting through electronic means based on the data downloaded from the NSDL e-voting system and on Poll based on the Polling / Ballot Papers received at the AGM were scrutinized and reviewed.
- k) The results of the voting through electronic means and on poll in respect of the said Resolutions are as under:

**Resolution No: 1:**

**Nature of resolution: Ordinary Resolution**

**Adoption of Standalone Audited Accounts for the year ended 31.03.2017**

(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	406	212932330	
POLL	58	26228	
<b>TOTAL</b>	<b>464</b>	<b>212958558</b>	<b>99.9987</b>

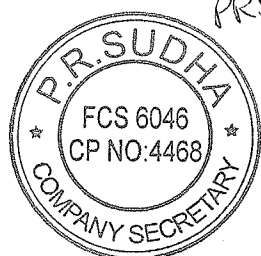
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	6	2729	
POLL	1	100	
<b>TOTAL</b>	<b>7</b>	<b>2829</b>	<b>0.0013</b>

<b>Total Votes</b>	<b>471</b>	<b>212961387</b>	<b>100.00</b>
--------------------	------------	------------------	---------------

(iii) Invalid Votes:

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



*[Handwritten signature]*

Resolution No: 2:

Nature of resolution: Ordinary Resolution

Adoption of Consolidated Audited Accounts for the year ended 31.03.2017

(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	407	212932945	
POLL	56	25994	
TOTAL	463	212958939	99.9989

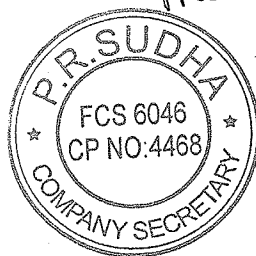
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	4	2029	
POLL	3	334	
TOTAL	7	2363	0.0011

Total Votes	470	212961302	100.00
-------------	-----	-----------	--------

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	
Poll	0	0	
Total	0	0	0



*[Handwritten signature]*

Resolution No: 3:

Nature of resolution: Ordinary Resolution

Declaration of dividend on equity shares for the year ended 31.03.2017

(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	418	219590033	
POLL	58	26228	
TOTAL	476	219616261	99.9991

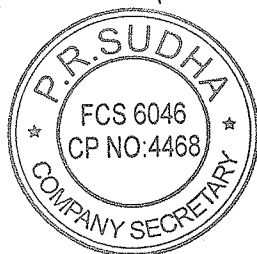
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	3	1919	
POLL	1	100	
TOTAL	4	2019	0.0009

Total Votes	480	219618280	100.00
-------------	-----	-----------	--------

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	
Poll	0	0	
Total	0	0	0



*[Handwritten signature]*

**Resolution No: 4:**

**Nature of resolution: Ordinary Resolution**

**Appointment of a director in the place of Smt. Chitra Srinivasan (DIN 01094213), who retires by rotation and being eligible, offers herself 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	389	219582831	
POLL	56	25994	
TOTAL	445	219608825	99.9966

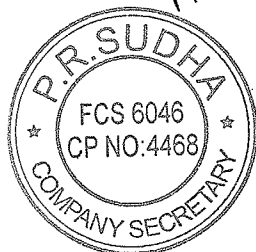
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	25	7183	
POLL	3	334	
TOTAL	28	7517	0.0034

Total Votes	473	219616342	100.00
-------------	-----	-----------	--------

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	
Poll	0	0	
Total	0	0	0



*[Handwritten signature]*

Resolution No: 5:

Nature of resolution: Ordinary Resolution

Appointment of Auditors and fixation of remuneration

(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	396	215439811	
POLL	58	26228	
TOTAL	454	215466039	98.15

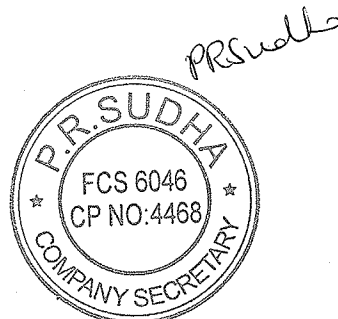
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	17	4062073	
POLL	1	100	
TOTAL	18	4062173	1.85

Total Votes	472	219528212	100.00
-------------	-----	-----------	--------

(iii) Invalid Votes:

	Number of members voted	of	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0		0	
Poll	0		0	
Total	0		0	0



*[Handwritten signature]*

Resolution No: 6:

Nature of resolution: Ordinary Resolution

Appointment of Shri. M.R. Kumar (DIN 03628755) as a Director of the Company, liable to retire by rotation

(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	393	219585075	
POLL	58	26228	
TOTAL	451	219611303	99.9978

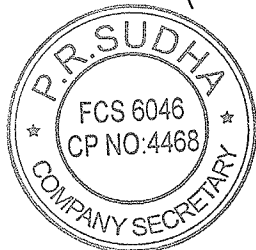
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	22	4839	
POLL	1	100	
TOTAL	23	4939	0.0022

Total Votes	474	219616242	100.00
-------------	-----	-----------	--------

(iii) Invalid Votes:

	Number of members voted	of	Number of Votes cast (Shares)	of	% of total number of valid votes cast
E-Voting	0		0		
Poll	0		0		
Total	0		0		0



Resolution No: 7:

Nature of resolution: Ordinary Resolution

Appointment of Sri K.Balakrishnan (DIN:00034031) 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	399	219585113	
POLL	58	26228	
TOTAL	457	219611341	99.9976

(ii) Voted against the resolution:

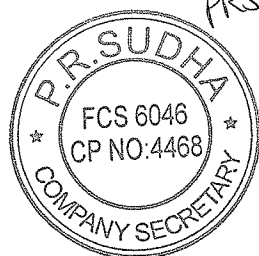
	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	16	5201	
POLL	1	100	
TOTAL	17	5301	0.0024

Total Votes	474	219616642	100.00
-------------	-----	-----------	--------

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	
Poll	0	0	
Total	0	0	0

... 12



*K. Balakrishnan*

Resolution No: 8:

Nature of resolution: Ordinary Resolution

Appointment of Sri V.Ranganathan (DIN: 00550121) 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	396	219586175	
POLL	58	26228	
TOTAL	454	219612403	99.9981

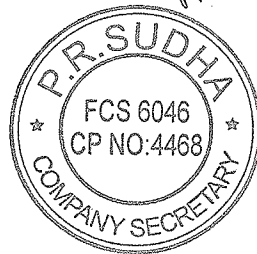
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	18	4149	
POLL	1	100	
TOTAL	19	4249	0.0019

Total Votes	473	219616652	100.00
-------------	-----	-----------	--------

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	
Poll	0	0	
Total	0	0	0



*P. R. Sudha*



Resolution No: 9:

Nature of resolution: Special Resolution

Issue of Non-convertible Debentures / Bonds and other Securities for an aggregate amount not exceeding Rs.2000 crores

(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	403	219587609	
POLL	55	25989	
TOTAL	458	219613598	99.9984

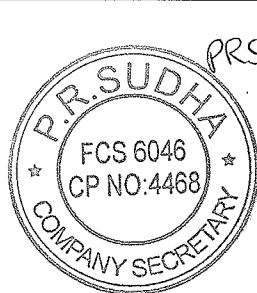
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	12	3220	
POLL	4	339	
TOTAL	16	3559	0.0016

Total Votes	474	219617157	100.00
-------------	-----	-----------	--------

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	
Poll	0	0	
Total	0	0	0



*Asst. Secy*

Resolution No: 10:

Nature of resolution: Ordinary Resolution

Ratification of remuneration to Cost Auditor 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	393	219583988	
POLL	56	26091	
TOTAL	449	219610079	99.9969

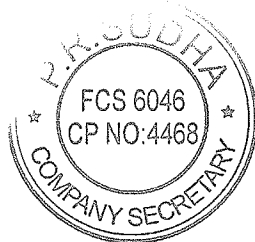
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	22	6466	
POLL	3	237	
TOTAL	25	6703	0.0031

Total Votes	474	219616782	100.00
-------------	-----	-----------	--------

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	
Poll	0	0	
Total	0	0	0



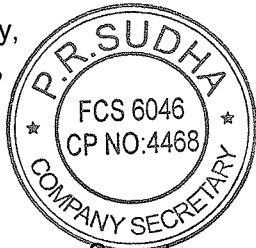
*(Handwritten signature)*

In terms of Rule 20 of the Rules, the register and all other papers and relevant records relating to e-voting and poll will be handed over to Mr. S. Sridharan, Company Secretary of the Company for safe keeping after the Chairman approves the minutes of the AGM.

Thanking You,

Yours faithfully,

*PR Sudha*



**P R SUDHA**  
Practicing Company Secretary  
FCS: 6046 CP No: 4468

*R. Narasimhan*

**R. NARASIMHAN - Folio No: N1568**  
MEMBER SCRUTINIZER  
APPOINTED BY AGM CHAIRMAN

**For THE INDIA CEMENTS LIMITED**

*N. Srinivasan*

**N.SRINIVASAN**  
VICE CHAIRMAN &  
MANAGING DIRECTOR