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

SH/NSE

24.05.2017

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C/1, G Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI 400 051.

Dear Sirs,

Sub.: Intimation of Record Date - Scheme of Amalgamation and Arrangement between Trinetra Cement Limited (First Transferor Company) and Trishul Concrete Products Limited (Second Transferor Company) with The India Cements Limited (Transferee Company) and their respective Shareholders (Scheme)

Ref.: Your approval dated 22.05.2017

In terms of Regulation 42 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, this is to inform you that the Board of Directors of our Company has fixed 9th June 2017 as the 'Record Date' for determining the Shareholders of Trinetra Cement Limited (TCL) (First Transferor Company) and Trishul Concrete Products Limited (TCPL) (Second Transferor Company), entitled to receive the equity shares of The India Cements Limited (ICL) (Transferee Company), under the Scheme sanctioned by the Hon'ble National Company Law Tribunal, Division Bench, Chennai (NCLT), vide its Orders dated 13.04.2017 and 20.04.2017.

In terms of the sanctioned Scheme, all the public shareholders whose names appear in the Register of Members of Transferor Companies as on the Record Date, i.e. 9th June 2017, shall be entitled to receive equity shares of the Company, in the following manner:

- 2 (Two) equity shares of Rs.10 each/- fully paid up in the ICL, Transferee Company for every 9 (Nine) equity shares of Rs.10/- each fully paid up held in the TCL, First Transferor company; and

- 7 (Seven) equity shares of Rs.10/- each fully paid up in the ICL, Transferee Company for every 3 (Three) equity shares of Rs.10/- each fully paid up held in the TCPL, Second Transferor Company.

As required, we enclose a brief note containing the salient features of the Scheme.

We request you to take note of the Record Date and confirm.

Thanking you,

Yours faithfully,
for **THE INDIA CEMENTS LIMITED**

S. Sridharan

COMPANY SECRETARY

Encl.: As above

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The Scheme of Amalgamation and Arrangement between Trinetra Cement Limited (First Transferor Company) and Trishul Concrete Products Limited (Second Transferor Company) with The India Cements Limited (Transferee Company) and their respective Shareholders (Scheme)

A brief note on the Scheme

The Scheme was approved by the Board of Directors, shareholders and secured creditors of the Transferor and Transferee companies. The Scheme was also approved by the stock exchanges where the equity shares of the Transferee company and first Transferor company are listed.

Business of Transferee Company and the Transferor Companies:

The Transferee Company is mainly engaged in manufacture and sale of cement. The Transferee Company is the largest producer of Cement in South India with seven Cement Plants, three Plants in Tamil Nadu, two Plants in Andhra Pradesh and two Plants in Telangana, with a capacity of 14.05 million tonnes per annum, besides 2 cement grinding plants – one at Chennai, Tamil Nadu and other at Parli, Maharashtra.

The First Transferor Company is the step-down subsidiary of the Transferee Company and is engaged in manufacture and sale of cement. The First Transferor Company has its Cement Plant in Rajasthan with a capacity of 1.5 million tonnes per annum and it caters to the cement requirements of the markets in Rajasthan, Madhya Pradesh and Maharashtra.

The Second Transferor Company is an unlisted Company and is the step-down subsidiary of the Transferee Company. The Second Transferor Company is engaged in manufacture and sale of cement related products viz. Readymix Concrete and it has production facilities in Chennai, Bangalore and Hyderabad.

Rationale for the Scheme:

- The Transferor Companies viz. Trinetra Cement Limited (TCL) and Trishul Concrete Products Limited (TCPL) are subsidiaries of the Transferee Company and are engaged in manufacture and sale of cement and cement related products respectively. The Transferor and Transferee Companies desire to carry on business as a composite unit. The amalgamation of the companies will result in a strong and effective entity capable of carrying on the business activities more efficiently and offering better services to all the Stakeholders.

THE INDIA CEMENTS LTD. CHENNAI-2

- The amalgamation will ensure greater operational synergy and expansion of the trading activities, besides saving overheads, administrative expenses, rationalization of operations and optimum utilization of financial, managerial and other resources and pave way for further growth. The amalgamation will also substantially improve assets utilization and enable the Transferee Company to fully capture the value of the acquisition of the Transferor Companies.

- The amalgamation will result in integration, greater size, scale, financial strength and flexibility which would in turn, enhance future business potential and overall stakeholder value. The synergies that exist in terms of services and resources can be put to the best advantage of all stakeholders.

- The amalgamation will result in better control over resources, increased financial strength and facilitate further resource raising for future growth and development.

The salient features extracted from the "Scheme" are as follows:

*4. **TRANSFER OF ASSETS:***

4.1 Upon the coming into effect of the Scheme, that is with effect from the Appointed Date, the entire businesses and all the movable & immovable properties, Sundry Debtors, Loans and Advances, Cash and Bank Balances and Deposits with Government, Semi Government or Local Authorities, real or personal, corporeal or incorporeal, including fixed assets, capital asset, capital work-in-progress, current assets, investments of all kinds, carry interest or other benefits in any of the Investments, lease and hire purchase contracts, lending contracts, benefits of any security arrangements, rights, title, interest, quotas, benefits and advantages of whatsoever nature and wheresoever situated, belonging to or in the ownership, power or possession and /or in the control of or vested in or granted in favour of or enjoyed by the Transferor Companies including all Patents, Trademarks, Copyrights, Trade names and other Intellectual Property Rights of any nature whatsoever and licenses in respect thereof, privileges, liberties, easements, advantages, exemptions, benefits, leases including mining leases, pending applications for mining leases and prospecting licenses, leasehold rights, tenancy rights, ownership flats, quota rights, permits, approvals, authorizations, right to use and avail of telephones, telexes, facsimile connections and installations, utilities, electricity, power lines, communication lines and other services, reserves, deposits, provisions, funds, benefit of all agreements, subsidies, grants, incentives including sales tax incentives, tax credits, sales-tax, turnover tax, excise, and all other interests arising of the Transferor Companies and any accretions or additions thereto after the Appointed Date (hereinafter collectively referred to as "the said assets") shall be transferred to

and vested in and/or deemed to be transferred to and vested in the Transferee Company, without any further act or deed or instrument, pursuant to the provisions of Sections 391-394 of the Companies Act, 1956 (or such applicable provisions of the Companies Act, 2013, as the case may be) and other applicable provisions of the said Act, so as to become as and from the Appointed Date, the estate, assets, rights, title and interests of the Transferee Company.

5. ***TRANSFER OF DEBTS AND LIABILITIES:***

5.1 With effect from the Appointed Date, all debts, liabilities, loans, borrowings, bills payable, deposits, security deposits, interest accrued, duties and obligations of the respective Transferor Companies including contingent liabilities not provided in their books and any accretions and additions or reductions thereto after the Appointed Date shall also stand transferred or be deemed to be transferred without any further act or instrument or deed to the Transferee Company so as to become as and from that date, the debts, liabilities, loans, borrowings, bills payable, deposits, security deposits, interest accrued, duties and obligations of the Transferee Company and further that it shall not be necessary to obtain the consent of any third party or other person who is a party to any contract or arrangement by virtue of which such debts, liabilities, duties and obligations have arisen in order to give effect to the provisions of this Clause, PROVIDED ALWAYS that nothing in this Clause shall or is intended to enlarge the security for any loan, deposit or other indebtedness created by the Transferor Companies prior to the Appointed Date which shall be transferred to and vested in the Transferee Company by virtue of the amalgamation and the Transferee Company shall not be required or obliged in any manner to create any further or additional security therefor after the Appointed Date or otherwise.

12. CONSIDERATION:

12.1 Upon the Scheme becoming fully effective, in consideration of the transfer and vesting of the Undertakings of the Transferor Companies in the Transferee Company in terms of the Scheme, the Transferee Company shall without any further applications, act, instrument or deed, issue and allot to the equity shareholders of the Transferor companies whose names are recorded in the Register of Members of the Transferor Companies, (the 'Members') on the Record Date, equity shares in the following manner:

(i) 2 (Two) equity shares of Rs.10 each/- fully paid up in the Transferee Company for every 9 (Nine) equity shares of Rs.10/- each fully paid up held in the First Transferor company; and

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(ii) 7 (Seven) equity shares of Rs.10/- each fully paid up in the Transferee Company for every 3 (Three) equity shares of Rs.10/- each fully paid up held in the Second Transferor Company.

Sanctioning of the Scheme

The Hon'ble National Company Law Tribunal, Division Bench, Chennai (NCLT), vide its Orders dated 13.04.2017 and 20.04.2017, has sanctioned the Scheme of Amalgamation and Arrangement between Trinetra Cement Limited (First Transferor Company), Trishul Concrete Products Limited (Second Transferor Company) with The India Cements Limited (Transferee Company) and their respective Shareholders (Scheme). A copy of the said Orders along with annexures were filed with the Registrar of Companies (ROC) by the respective companies on 28.04.2017. On filing the Order with the ROC, the Scheme became effective from 28.04.2017 with Appointed Date i.e. 01.01.2014.

The Orders sanctioning the Scheme passed by NCLT are subject to the directions given by the Hon'ble High Court of Madras on 31.01.2017 in C.A.No.617 to 621 of 2016 in C.P.No 171 of 2015.

In terms of the aforesaid Orders, while all the assets and liabilities of Trinetra Cement Limited (First Transferor Company) have been transferred in favour of The India Cements Limited (Transferee Company), 96,67,097 Preference Shares of Rs.100/- each of Trinetra Cement Limited held in the name of the Joint Director, Directorate of Enforcement, Hyderabad, that are subject matter of attachment shall not be extinguished until the proceedings under Prevention of Money Laundering Act (PMLA) attains finality and Trinetra Cement Limited (First Transferor Company) shall also not to be dissolved without the process of winding-up until such time.

For THE INDIA CEMENTS LIMITED

S.SRIDHARAN
COMPANY SECRETARY