



THE INDIA CEMENTS LIMITED

Corporate Office : Coromandel Towers, 93, Santhome High Road, Karpagam Avenue,
R.A. Puram, Chennai - 600 028. Phone : 044-28521526, 28572100
Fax : 044-2851 7198 Grams : 'INDCEMENT'
CIN : L26942TN1946PLC000931

BY FAX NO.2833 2510

SH/NSE/

27.09.2014

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.C11, G Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI 400 051.

Dear Sirs,

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

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

1. Date of EGM : 26.09.2014
2. Total number of shareholders on Record Date : 89690
3. Number of shareholders present in the meeting either in person or through proxy:
 - (a) Promoters and promoter group : 6
 - (b) Public : 916
4. No. of shareholders attended the meeting through video conferencing : Nil
 - (a) Promoters and promoter group
 - (b) Public
5. Details of Agenda:
 - (a) Approval for payment of minimum remuneration to Mr.N.Srinivasan as Managing Director:

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

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]* 100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]* 100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0.00
Public – Institutional holders	149831858	98179117	65.53	77917032	20262085	79.36	20.64
Public Others	70620426	24615215	34.86	24600352	14863	99.94	0.06
Total	307178657	209520705	68.21	189243757	20276948	90.32	9.68

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(b) Approval for payment of minimum remuneration to Ms.Rupa Gurunath as Wholtime Director:

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

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0.00
Public – Institutional holders	149831858	92371417	61.65	72109332	20262085	78.06	21.94
Public-Others	70620426	20561395	29.12	20547048	14347	99.93	0.07
Total	307178657	199659185	65.00	179382753	20276432	89.84	10.16

(c) Renewal of borrowing limit:

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

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0.00
Public – Institutional holders	149831858	98179117	65.53	98179116	1	100.00	0.00
Public-Others	70620426	24614870	34.86	24608840	5930	99.98	0.02
Total	307178657	209620360	68.21	209514429	5931	99.99	0.01

(d) Creation of security in favour of Banks and Financial Institution:

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

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0.00
Public–Institutional holders	149831858	98179117	65.53	98179117	0	100.00	0.00
Public-Others	70620426	24615750	34.86	24609905	5845	99.98	0.02
Total	307178657	209621240	68.21	209616395	5845	99.99	0.01

We write this to inform you that all the aforesaid resolutions have been passed with requisite majority. We enclose the Scrutinizer's Report dated 26.09.2014 for your records.

Thanking you,

Yours faithfully,
for THE INDIA CEMENTS LIMITED


SR PRESIDENT &
COMPANY SECRETARY

Encl.: As above



26.9.2014

Scrutinizer's Report - Combined

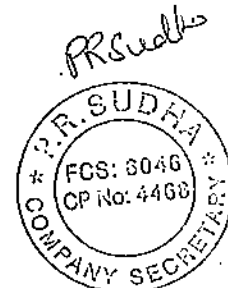
[Pursuant to Sections 108 and 109 of the Companies Act, 2013 read with
Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

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

Dear Sir,

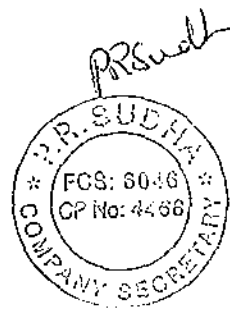
Sub: Extraordinary General Meeting on 26.9.2014

- 1) I, P.R.Sudha, a Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors 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 Section 108 & 109 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 (the Rules) on the Resolutions contained in the Notice of the Extraordinary General Meeting (EGM) of the Members of the Company, held on Friday, the 26th September, 2014 at 10.05 A.M. at Sathguru Gnanananda Hall (Narada Gana Sabha), No. 314, T.T.K. Road, Chennai 600 018.
- 2) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder relating to e-voting and poll on the resolutions contained in the Notice of the Extraordinary General Meeting (EGM) of the Members of the Company.
- 3) My responsibility as Scrutinizer for the e-voting process and for the Poll at the EGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolution stated above, based on the reports downloaded from the e-voting system provided by NSDL for e-voting and the Polling Papers received on the Poll conducted at the EGM.



4) I submit my report as under:

- a) The Company has provided the Members facility to exercise their right to vote at the EGM by electronic means to transact the business detailed in the Notice through e-voting services provided by National Securities Depository Limited (NSDL) for conducting e-voting by the Shareholders of the Company.
- b) The Shareholders of the Company holding shares on the "cut-off" date i.e., 22nd August, 2014, were entitled to vote on the Resolutions as set out at Item Nos. 1 to 4 in the Notice of the EGM of the Company.
- c) The voting period for e-voting commenced on Saturday, 20th September, 2014 at 9.00 a.m. and ended on Monday, 22nd September, 2014 at 6.00 p.m. and thereafter, the NSDL e-voting platform was blocked.
- d) Thereafter, I have unblocked the votes cast under e-voting facility in the presence of two witnesses, Ms. M. Krithika and Ms. Chitra Shridhar who are not in the employment of the Company.
- e) After conclusion of the Polling at the EGM of the Company held on 26th September, 2014, I have opened the locked Polling Box in the presence of two witnesses, Ms. M. Krithika and Ms. Chitra Shridhar, 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. There were no poll papers found incomplete and/or defective and / or invalid.
- f) I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the NSDL e-voting system and on Poll based on the Polling Papers received at the EGM.
- g) I report that the result of the voting through electronic means and on poll in respect of the said Resolutions is as under:



Resolution No: 1

Nature of resolution: Special Resolution

Approval for payment of minimum remuneration to Mr. N. Srinivasan as Managing Director as set out in the resolution

(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	149	171514191	
Poll	44	17729566	
Total	193	189243757	90.32%

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	73	18812564	
Poll	19	1464384	
Total	92	20276948	9.68%

TOTAL VOTES (i+ii)	185	209520705	100%
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(iii) Invalid Votes:

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

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Resolution No: 2

Nature of Resolution: Special Resolution

Approval for payment of minimum remuneration to Ms. Rupa Gurunath as Wholetime Director as set out in the resolution

(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	144	165706987	
Poll	44	13675766	
Total	188	179382753	89.84%

(ii) Voted against the resolution:

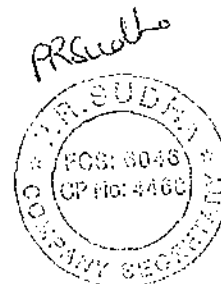
	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	72	18812048	
Poll	19	1464384	
Total	91	20276432	10.16%

TOTAL VOTES (i+ii)	279	199659185	100%
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(iii) Invalid Votes:

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

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Resolution No: 3

Nature of Resolution: *Special Resolution*

Renewal of borrowing Limit as set out in the resolution

(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	207	190320761	
Poll	61	19193668	
Total	268	209514429	99.99%

(ii) Voted against the resolution:

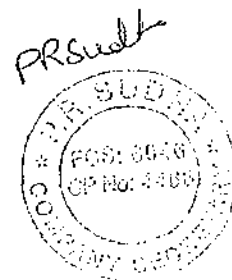
	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	14	5929	
Poll	1	2	
Total	15	5931	0.01%

TOTAL VOTES (i+ii)	283	209520360	100%
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(iii) Invalid Votes:

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

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Resolution No: 4

Nature of Resolution: Special Resolution

Creation of security in favour of Banks / Financial Institution as set out in the resolution

(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	214	190321447	
Poll	63	19193948	
Total	277	209515395	100%

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	9	5843	
Poll	1	2	
Total	10	5845	0.00%

TOTAL VOTES (i+ii)	209521240	100%
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(iii) Invalid Votes:

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

In terms of Rule 20 of the Rules, the register and all other papers and relevant records relating to e-voting and poll have been handed over to Mr. G. Balakrishnan, Sr. President & Company Secretary of the Company for safe keeping.

Thanking You,

Yours Faithfully,

PR Sudha
P R Sudha
Practicing Company Secretary
FCS: 6046 CP No: 4468

