



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.(022) 2659 8237 / 8238

SH/NSE/

30.01.2015

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.: Proceedings of the 68th Annual General Meeting held on 26th
December 2014**

We enclose a copy of the proceedings of the 68th Annual General Meeting of our Company held on 26th December 2014.

Kindly acknowledge receipt.

Thanking you,

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


**SENIOR PRESIDENT &
COMPANY SECRETARY**

Encl.: As above



**THE INDIA CEMENTS LIMITED
CHENNAI**

Proceedings of the Sixtyeighth Annual General Meeting 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.

- I Present either in person or through proxy : 2157
a) Promoters and Promoter group : 0007
b) Public : 2150

II Directors:

1. Sri.N.Srinivasan, Vice Chairman & Managing Director, Chairman of the Meeting
2. Smt.Chitra Srinivasan
3. Smt.Rupa Gurunath
4. Sri.N.R.Krishnan
5. Sri.N.Srinivasan (F&R), Chairman, Audit Committee

III Statutory Auditors

1. Mr.N.Sri Krishna representing M/s.Brahmayya & Co.
2. Mr.G.Hariharan representing P.S.Subramania Iyer & Co.

IV Scrutinizer

1. Ms.P.R.Sudha, Practising Company Secretary

Sri.G.Balakrishnan, Sr. President & Company Secretary

As chosen by the members present, Sri.N.Srinivasan, Vice Chairman & Managing Director, occupied the chair.

Chairman of the meeting declared that quorum was present, called the meeting to order and welcomed the shareholders and proxies to the meeting. He thereafter proposed that the Notice dated 12th November, 2014 convening the Annual General Meeting be taken as read and with the consent of the members, the Notice was taken as read. Thereafter, the Chairman requested the Secretary to read the Auditors' Report on the Accounts of the Company for the year ended 31st March, 2014. The Secretary read the Auditors' Report. The Chairman delivered the following address to the shareholders.



Ladies and Gentlemen,

I extend a warm welcome to all of you to the Sixty-Eighth Annual General Meeting of your Company. I convey my greetings and best wishes to you and your family in the ensuing New Year.

The audited Accounts and the Directors' Report for the year ended 31st March, 2014 have been with you for some time now and with your consent, I shall take them as read.

ECONOMY

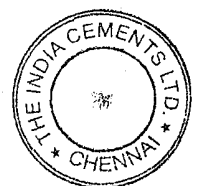
During the year 2013-14, Indian economy remained weak, not posting the expected recovery. The slowdown persisted due to subdued global growth and disturbing macro-economic factors on the domestic front that included high fiscal deficit, escalating costs, high lending rates, inflationary pressures and adverse currency movement.

The GDP growth at 4.7% for last year was below 5% for the second year in succession. While the farm sector had shown some improvement, the services sector had maintained its growth; but the industrial sector continued to be hit by the worst ever stagnation in the last two decades.

NEW GOVT & UNION BUDGET

The decisive mandate for BJP in the General Elections held early this year and the formation of a strong Government headed by Prime Minister, Shri Narendra Modi have raised hopes for turnaround of our economy. The Prime Minister is committed to reviving growth and implementing a series of reform measures. The Finance Minister, Shri Arun Jaitley, in his first Budget for 2014-15, has vowed to expand GDP growth to 7-8% within 3-4 years.

The Budget has envisaged huge investment in infrastructure, housing, highways, power projects, on building 100 smart cities, new airports, ports, warehousing and metro rail systems. The Government, in right earnest, has started implementing big ticket reform measures. These included de-regulation of diesel prices, fixing up of market-based price for natural gas, e-auctioning of coal blocks and opening the mining sector to private players besides simplifying labour laws.



ECONOMIC OUTLOOK 2014-15

In the last six months, outlook for Indian economy has improved even as the global economy is facing uneven growth prospects. It is only the USA that is growing strong. The Euro zone is still not out of woods while Japan is seeing fragile recovery. China is still in the grip of a slowdown.

For Indian economy, the fiscal strain was expected to ease with the sharp fall in Brent crude prices helping the Government to contain Current Account deficit below two per cent of GDP. However, it touched 2.1% in the second quarter of this year due to higher trade deficit contributed by a fall in exports and rise in imports, especially gold.

Regarding Fiscal deficit, with the expected reduction in fuel and fertiliser subsidy bill, the Government is targeting to restrict it to 4.1% of GDP this year against 4.5% last year. But, the key concerns are dipping revenue collections and the fiscal deficit hitting 90% of Budget target in the first seven months itself.

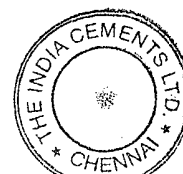
The country has built forex reserves of over \$ 315 Billion and the free fall in Rupee value against \$ has been arrested. Broad-based recovery in the global economy and reduction in input costs hold key to making our manufacturing sector competitive and improve merchandise exports.

While the business sentiments have improved in the last six months, the investment cycle as well as credit off-take are yet to pick up. While the GDP growth in the first half of current fiscal has improved to 5.5% against 4.9% in the corresponding period last year, it continues to be dragged down by infrastructure constraints and stagnation in the manufacturing sector.

It is hoped that the Reserve Bank of India will consider revising lending rates in the New Year to spur investment activity as core and retail inflation rates have considerably declined.

CEMENT INDUSTRY

The Current Year is the Centenary Year for the Indian Cement Industry, which made its humble beginning in 1914. The industry crossed so many hurdles and has grown from strength to strength over a period of time. It is one of the success stories of de-control and de-regulation with installed capacity having shot up by 15 times in the last 30 years to 360-365 million tonnes, of which the South accounts for a lion's share of 40%. Your Company, being in existence for over six decades, is proud to be part of this growth journey.



Traditionally, cement demand and GDP growth have had a direct correlation of 1:1.2. Till five years ago, when the economy did well, the industry clocked a double digit growth. With the economy registering sub 5%, the cement industry took a hit with practically nil growth last year. The demand remained sluggish with persisting slowdown in the realty sector, high lending rates and practically nil Government spending on infrastructure projects.

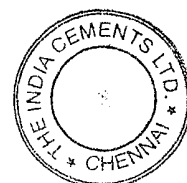
The capacity utilisation for the whole of India was around 71% while it was still lower in the South which is saddled with excess capacity and the severe competition pushed down the cement prices. Last year, the Industry faced substantial cost pressure due to unprecedented increase in exchange rate, revision in railway freight, power tariff revision, monthly dosage of increase in the price of petroleum products and increase in wages due to new settlement.

PERFORMANCE OF THE COMPANY

Considering the tough economic situation, sluggish demand, cost pressure and lower realisation price, the performance of your Company during the year 2013-14 can be considered satisfactory. It tried to keep its head above water by maintaining the capacity utilisation. It maintained the overall sales, including clinker, at 100.37 lakh tonnes as compared to 100.55 lakh tonnes in the previous year.

Total revenue including other income for the year stood at Rs.4,529.84 crore against Rs.4,615.67 crore in the previous year. The erosion in top line and higher cost of production resulted in lower operating profit of Rs.594.20 crore as compared to Rs.841.95 crore in 2012-13. Finance cost including forex loss was higher while depreciation was lower. During the year, the Company exited from the Corporate Debt Restructuring (CDR) mechanism after paying the compensation amount payable as per the CDR guidelines. There have been two items of non-recurring exceptional items of expenditure (i.e.) Right of Recompense (RoR) paid to banks amounting to Rs.57.13 crore and Fuel Surcharge Adjustment (FSA) towards electricity charges amounting to Rs.69.43 crore, totalling Rs.126.56 crore and as a result, the loss for the year had increased to Rs.162.40 crore against a profit after tax of Rs.163.55 crore in the previous year.

During the year, the new 48 MW power plant at Vishnupuram in Telangana was commissioned and it helped to reduce the overall power cost with lesser off-take of high cost open access power. The existing power plant at Sankarnagar in Tamil Nadu also stabilised at higher levels of operation, yielding further economies.



PERFORMANCE IN THE CURRENT YEAR

During the first half (April-Sept 2014) of current year, total sales volume including clinker and exports, stood at 49.08 lakh tonnes compared with 50.89 lakh tonnes in the corresponding period in the previous year. With an improvement in selling prices, the overall EBIDTA for 6 months was at Rs.350 crore against Rs.329 crore in the 1st half of last year. The Company returned to black in the second quarter reporting a net profit of Rs.7.49 crore.

The Company is taking all necessary measures at the operational level to improve the working in the remaining part of the current fiscal.

With a stable Government at the Centre and the thrust on infrastructure development and housing and the bifurcation of Andhra Pradesh into two States, it is hoped that the investment activity will pick up resulting in improved demand for cement in the coming months.

The Board has approved the proposal for raising an amount not exceeding Rs.500 crores by way of issue of QIP/FCCB/GDR/other Securities to improve the leverage and for meeting normal capital expenditure. We have approached the shareholders for approval in this regard.

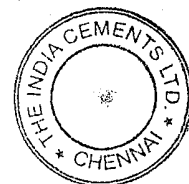
ACKNOWLEDGEMENT

On behalf of the Company, I would like to acknowledge with gratitude the help and co-operation received by us from the Central Government, the Governments of Tamil Nadu, Maharashtra, Andhra Pradesh, Telangana, Rajasthan and their agencies, the all India Financial Institutions, our Bankers and Investors. I wish to commend the management team and the employees of the Company for their dedicated endeavours during the year.

Thank You.

The Chairman informed that a number of shareholders took advantage of the e-voting facility and had already cast their votes electronically on the resolutions contained in the aforesaid Notice and requested other members, excluding those who exercised their votes electronically, to cast their votes by ballot.

Before ordering for Poll, the Chairman informed the members that Mrs.P.R.Sudha, Practising Company Secretary, had been appointed by the Board as a Scrutinizer to oversee the Poll process. He then requested the Senior President & Company Secretary to explain the Poll process, who explained it to the shareholders and proxies present.



The Chairman then invited the members present to seek any clarifications on the proposed resolutions.

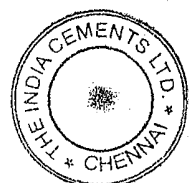
Sri.V.Rangan (DP ID: IN301313 & Client ID: 20437468) expressed his opinion that in the absence of the required thrust from the Government to encourage industrial sector, almost all the industries in the manufacturing sector, including the cement industry, suffered a setback and were subject to maximum taxation. In particular, he felt that the sugar industry suffered the most. He requested the Chairman to take a lead, as a member of the Cement Manufactures Association and appeal to the Central Government for a reduction in excise duty and taxes.

Sri.A.R.Venkitaraman (Folio No.V03857) congratulated the Board for steering the Company to the 68th Year. However, he expressed his disappointment over the Company not declaring any dividend for 2013-14. He suggested issue of bonus shares considering the huge reserves and surplus.

On the timing of Annual General Meeting (AGM), Sri.A.R.Venkitaraman wanted to know the reason for holding the AGM at 9.15 A.M and requested the Chairman to consider holding the AGM around 11.00 A.M. While complimenting the Chairman on increasing the turnover from Rs.1402.30 crores in 2005 to Rs.5123.24 crores, he wanted to know why the Company was holding the AGM in December. He concluded his speech by requesting the Chairman to hold the AGM earlier.

Sri.S.Padmanabhan (DP ID: IN301774 & Client ID: 10308922) expressed that the performance of the Company was not encouraging compared to other players in the industry. He felt that the Company had not performed well and requested the Chairman to take steps to improve the performance and report better results. On the investment made by the Company in its subsidiaries, he wanted to know how it helped the Company to grow its business.

Commenting on the Corporate Governance Report, Sri.S.Padmanabhan suggested introducing whistle blower policy and disclosing the shares held in suspense account. While expressing his happiness over the Company's exit from the Corporate Debt Restructuring (CDR) Mechanism, he wanted the management to concentrate on the Company's core business and devote special attention to reduce borrowing. On the declining trend in share market price, he wanted to know why the Company's shares were quoting below the book value of Rs.112/-. He further added that the pledge of promoter shareholdings was getting reflected in the value of shares in the Bourses and requested the Board to take serious steps to reduce the pledge percentage.



Referring to the merger of Trinetra Cement Limited and Trishul Concrete Products Limited with the Company, Sri.S.Padmanabahan sought to know the details of merger. On the appeal filed by the Company against the order of the Competition Commission of India (CCI) imposing a penalty of Rs.187.48 crores before the Competition Appellate Tribunal, he enquired about the current status.

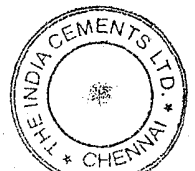
While emphasizing the need to declare dividend every year without a break, he sought to know whether the Company would declare dividend for 2014-15. He concluded his speech by requesting the Board to consider issuing bonus shares before the 70th AGM.

Congratulating the Chairman for steering the Company to the 68th year, **Sri.K.Thyagarajan (DP ID: IN300214 & Client ID: 12564755)** stated that under the dynamic leadership of the Chairman, he hoped that the Company would declare dividend in future.

Sri.J.Abhishek (DP ID: IN301637 & Client ID: 41359155) felt that there was a huge loss this year compared to last year and expected the Company to recover in the current year. Referring to unclaimed dividends, he suggested reminding the shareholders to avoid crediting such amounts to Investor Education Protection Fund. He opined that the share price of the Company would automatically increase in the market on the Company reporting better results. He referred to the timing of the AGM and requested the Chairman to convene the meeting at a time convenient for the shareholders to attend. He concluded his speech by requesting the Chairman to arrange for a factory visit.

Sri.Leslie Prabhu (DP ID: IN301637 & Client ID: 60026924) observed that it was inconvenient to members to attend the meeting at 9.15 a.m. The rise in finance cost to Rs.353.65 crores from Rs.307.75 crores, according to Sri.Leslie Prabhu, was on the higher side and also sought an explanation for the increase in expenditure compared to last year. In particular, he wanted information about the exceptional items amounting to Rs.126.56 crores. He felt that the Company, on the whole, had underperformed and added that he was disappointed at the Company skipping the dividend in its 68th year of existence. While expressing that he had no objection to the payment of salaries to the Managing Director and Wholetime Director, when the days were good, he suggested dispensing with excessive payments to the two managerial personnel, keeping in mind the disappointing performance of the Company.

Commenting on the number of Board / Committee Meetings held during 2013-14, Sri.Leslie Prabhu opined that the total expenses incurred on such meetings were Rs.1.21 crores and requested the Chairman to cut the number of meetings to reduce cost. He also referred to the disputed tax liabilities of Rs.531.29 crores, as per annexure to the Independent Auditors' Report and wanted to know how the Company proposed to liquidate the same. He sought a clarification on the reasons for holding the Annual General Meeting in December. On the imposition of penalty of Rs.187.48 crores by the Competition Commission of India, he wondered whether the Company was breaking the rule of law.



Sri.L.V.Rajarathnam (DP ID: IN301356 & Client ID: 40001920) felt that the Company could have proposed a dividend of at least 50 paise per share to maintain its rich tradition and reputation. He requested the Chairman to make a representation to the Government for sending physical copies of the Annual Report to all shareholders. He suggested introducing mobile voting to reduce expenses involved in ballot voting. He wanted the Chairman to include more details of the Board of Directors in the Annual Report. He sought to know the reasons for the decrease in the profit before interest, depreciation and exceptional items to Rs.594.20 crores from Rs.841.95 crores.

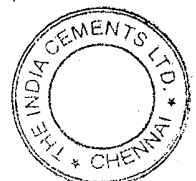
Expressing his concern over the low share price of Company in the stock market, **Sri.Subramaniam Pabbisetty (Client Id: 120384000140012)** stated that the drop in share price was due mainly to the poor performance of the Company. He stated that the share price of any Company in the market was decided based on the merits and demerits of its performance. On the green initiative, he requested the Chairman to continue sending physical copies of the Annual Report to those shareholders, who had not consented to receive the same by electronic means.

Sri.V.Mani Sundaram (Folio No.S06366) was unhappy at the performance of the Company and not declaring dividend. He requested the Management to reward the shareholders by declaring dividend and increasing it progressively over the years. He also made a request to arrange for a factory visit.

Sri.N.Prakash Chand Galada (DP Id : IN301356 & Client Id: 40064545) was happy to attend the 68th Annual General Meeting, but felt disappointed over the choice of venue and timing of the meeting. Referring to the transfer of funds to Investor Education and Protection Fund, he requested the Chairman to consider furnishing in the Annual Report, the procedures involved in obtaining unclaimed dividends beyond a certain period.

Ms.S.Aneetha (Joint Holder) (Folio No.G02147) introduced herself and expressed her pride over holding the Company's shares. She referred to the Annexure to the Independent Auditors' Report and sought an explanation from the Chairman on the Company utilizing short term funds for long term purpose. The performance of the Company, according to Ms.S.Aneetha, was not satisfactory since 2008 and requested the Chairman to take appropriate measures to control cost, for the Company to perform well and declare dividend.

The Chairman, in his reply, thanked the shareholders for their active participation and proceeded to give his reply to the various points raised.



The Chairman, at the outset, gave a detailed account on the demand-supply scenario prevailing in the industry, in the backdrop of slackening cement demand. He added that the demand for cement in the industry was about 260-270 million tonnes against the total installed capacity of 360 million tonnes and that the capacity utilization of the industry, as a whole, was 71%, with the share of South being 60%. He explained that the Company could not operate at full capacity due to a slump in demand for cement, resulting in a dip in sales volume. He informed that Company had consistently expanded its capacity over a period and the installed capacity of the Company as on date, including that of Trinetra Cement Limited, was 16 million tonnes. According to the Chairman, the incremental additions to capacity were made based on the trends prevailing in the industry then. He assured the shareholders that with better capacity utilization, the performance of the Company would improve substantially.

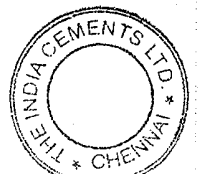
As regards the growth in demand for cement, the Chairman made a mention that it was lower compared to what it was earlier. In particular, he pointed out that the demand for cement in the combined Andhra Pradesh, where most of the Company's plants were located, had halved to 12 lakh tonnes per month compared to what it was five years ago, affecting profitability. He stated that cement industry was cyclical and would make reasonable profits after one or two years on better balance between demand and supply.

On the reasons for lower operating profit, the Chairman stated that the realization per tonne of cement had come down during the year, due mainly to a drop in cement price and added that this coupled with increase in the cost of raw material and power and fuel, over which the Company had no control, affected the margin. He emphasized that with tight cost control measures and in the event of revival in the economy, the Company would be back on its wheels and perform better.

On the addition to land, building etc., the Chairman informed that the Company had commissioned two power plants with a capacity of 50 MW each at Sankarnagar and Vishnupuram, and that the Company could generate close to 170 MW of power, resulting in a reduction in the cost of power to the extent of Rs.58 crores. He observed that the commissioning of the power plants had led to increase in overall expenditure.

To the request made by a few shareholders on the timing of the Annual General Meeting, the Chairman informed that the comment was noted.

The purpose of holding the AGM in December, the Chairman stated was on account of the proposed Scheme of Amalgamation between the Company and its subsidiaries viz., Trinetra Cement Limited and Trishul Concrete Products Limited. He further added that the Company had submitted the prescribed applications in the High Court of Judicature at Madras and awaited its approval.



On the issue of Competition Commission of India (CCI) imposing a penalty of Rs.187.48 crores, the Chairman refuted the comment of a shareholder that the Company was breaking the law and informed that CCI had imposed a penalty on a total of 14 cement Companies. He reiterated that the Company did not engage in any unlawful activities and assured the shareholders that the Company had a good chance of winning the appeal it filed before the Competition Appellate Tribunal.

Replying to a few shareholders' request for dividend during 2014-15, the Chairman made a mention on the Company returning to the black in the 2nd quarter of 2014-15, after being in the red for three successive quarters and expressed confidence that the Board of Directors would be in a position to consider declaring dividend, if the prevailing trend of profitability continued for the rest of the year.

Commenting on the issue of expenses incurred on Board Meetings, the Chairman clarified that the expenses incurred on such meetings were Rs.12 lakhs and not Rs.1.2 crores.

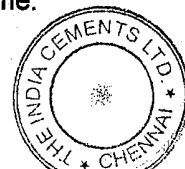
To a query on usage of ship, the Chairman explained that the decision to acquire ships initially was to import coal. The Chairman stated that in the prevailing market conditions, the indigenous coal was cheaper than the imported coal and that in the absence of the ship being put to optimum use, it was a well considered decision taken by the Board to sell the ship.

As regards disputed tax liabilities, the Chairman expressed his confidence that the Company would succeed and whatever was possible was being done by the Company to reduce the quantum of such cases.

To a comment on pledging of promoters' shareholdings, the Chairman felt that the pledge percentage could not be cited as a reason for dip in the price of Company's shares in the market and added that the long term prospects for the Company were good and that there was no need for the shareholders to be concerned.

On the investment made by the Company in its subsidiaries, the Chairman informed that the same were in the nature of strategic long term investments in cement, sugar, shipping etc.

In response to a query of a shareholder, the Chairman explained that the exceptional items of Rs.126.56 crores related to a sum of Rs.69.43 crores paid / payable towards Fuel Surcharge Adjustment (FSA) to Andhra Pradesh Electricity Distribution Companies (DISCOMS) and a sum of Rs.57.13 crores paid to various lenders towards Right of Recompense (RoR) under the Corporate Debt Restructuring (CDR) Scheme.



He further added that the Company had, while announcing the results, provided for these expenses by drawing a similar amount from the reserves but had now debited the same directly in the profit and loss account, leading to increase in net loss for 2013-14.

The Chairman then ordered the Poll to be conducted and requested the members to cast their vote on the following Ordinary and Special Resolutions:-

A. ORDINARY RESOLUTIONS:-

1. ADOPTION OF DIRECTORS' REPORT, ACCOUNTS AND THE AUDITORS' REPORT

"RESOLVED THAT the Directors' Report, the Balance Sheet as at 31st March, 2014, the Accounts of the Company for the year ended 31st March, 2014 and the Auditors' Report thereon be and are hereby adopted."

2. REAPPOINTMENT OF MRS.CHITRA SRINIVASAN RETIRING BY ROTATION AS A DIRECTOR

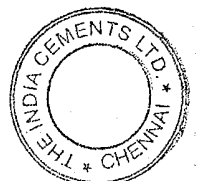
"RESOLVED THAT Mrs.Chitra Srinivasan (DIN:01094213), who retires by rotation and is eligible for reappointment, be and is hereby reappointed as a Director of the Company subject to retirement by rotation."

3. REAPPOINTMENT OF AUDITORS

"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."

4. APPOINTMENT OF SRI.NAGARAJ GARLA AS A DIRECTOR RETIRING BY ROTATION

"RESOLVED THAT Sri.Nagaraj Garla (DIN:06983880) be and is hereby appointed as a Director of the Company subject to retirement by rotation."

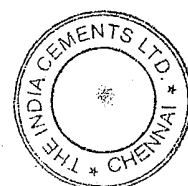


5. APPOINTMENT OF SRI.ARUN DATTA AS AN INDEPENDENT DIRECTOR

"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. APPOINTMENT OF SRI.R.K.DAS AS AN INDEPENDENT DIRECTOR

"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."

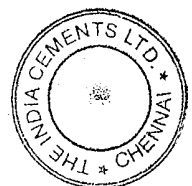


7. APPOINTMENT OF SRI.N.R.KRISHNAN AS AN INDEPENDENT DIRECTOR

"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. APPOINTMENT OF SRI.V.MANICKAM AS AN INDEPENDENT DIRECTOR

"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. APPOINTMENT OF SRI.N.SRINIVASAN (F&R) AS AN INDEPENDENT DIRECTOR

"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."

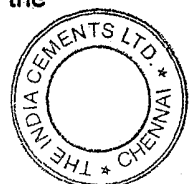
10. REMUNERATION OF SRI.S.A.MURALI PRASAD AS COST AUDITOR FOR 2014-15

"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."

B. SPECIAL RESOLUTION:-

11. FURTHER ISSUE OF SECURITIES

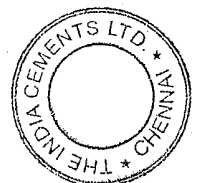
"RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 ("Act") (including any amendment thereto or re-enactment thereof for the time being in force) and the



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;

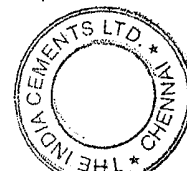


- (ii) 'relevant date' for determination of the floor price of the Equity Shares to be issued shall be -
 - (a) in case of allotment of equity shares, the date of meeting in which the Board decides to open the proposed issue;
 - (b) in case of allotment of eligible convertible securities, either the 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,



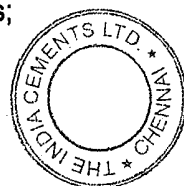
certificates, consents and / or authorities as may, in the opinion of such authorized person, be required from time to time and to arrange for the submission of the offering circular / placement document and any amendments and supplements thereto, with any applicable stock exchanges (whether in India 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 authorize 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;



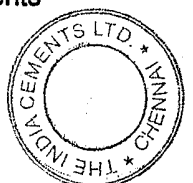
- (c) In the event of merger, amalgamation, takeover or any other reorganization or restructuring or any such corporate action, the number of equity shares, the price and time period, as aforesaid, shall be suitably adjusted if warranted; and
- (d) In the event of consolidation and / or division of outstanding 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

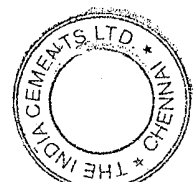


or permissions to the issue as may be considered necessary, proper and expedient and to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation the entering into of underwriting, marketing, depository, 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."



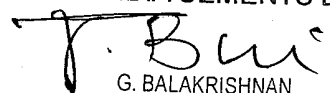
Ms.P.R.Sudha, Practicing Company Secretary and Scrutinizer, distributed the ballot papers to the members present in person / proxy, who had not already voted electronically for casting their votes on the aforesaid resolutions. The members present in person / proxy exercised their votes.

The Chairman thanked the members of their cooperation and informed that the Polling results would be uploaded in the Company's website within 48 hours.

CHAIRMAN

CERTIFIED TRUE COPY

For THE INDIA CEMENTS LIMITED



G. BALAKRISHNAN
SR. PRESIDENT & COMPANY SECRETARY

THE INDIA CEMENTS LIMITED

Summarised voting results of the resolutions passed at the Annual General Meeting of the Company held on 26.12.2014

(1) Adoption of the audited accounts for the year ended 31.03.2014.

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

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0.00
Public – Institutional holders	148478006	96698601	65.13	96698601	0	100.00	0.00
Public-Others	71974278	20423787	28.38	20418797	4990	99.98	0.02
Total	307178657	203848761	66.36	203843771	4990	99.99	0.01

(2) Appointment of a director in the place of Mrs.Chitra Srinivasan, who retires by rotation and is eligible for reappointment.

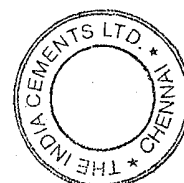
Resolution required : Ordinary Resolution
Mode of voting : evoting and Poll

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0.00
Public – Institutional holders	148478006	100575426	67.74	81180408	19395018	80.72	19.28
Public-Others	71974278	20424331	28.38	20417784	6547	99.97	0.03
Total	307178657	207726130	67.62	188324565	19401565	90.66	9.34

(3) Appointment of Auditors of the Company.

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

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0.00
Public – Institutional holders	148478006	96698601	65.13	96606508	92093	99.90	0.10
Public-Others	71974278	20424288	28.38	20418678	5610	99.97	0.03
Total	307178657	203849262	66.36	203751559	97703	99.95	0.05



(4) Appointment of Sri Nagaraj Garla as a Director of the Company, liable to retire by rotation.

Resolution required : Ordinary Resolution

Mode of voting : evoting and Poll

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0.00
Public – Institutional holders	148478006	100575426	67.74	100565566	9860	99.99	0.01
Public-Others	71974278	20423861	28.38	20418405	5456	99.97	0.03
Total	307178657	207725660	67.62	207710344	15316	99.99	0.01

(5) Appointment of Sri Arun Datta as an Independent Director of the Company.

Resolution required : Ordinary Resolution

Mode of voting : evoting and Poll

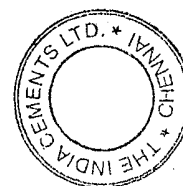
Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0
Public – Institutional holders	148478006	100575426	67.74	100473473	101953	99.90	0.10
Public-Others	71974278	20423808	28.38	20420071	3737	99.98	0.02
Total	307178657	207725607	67.62	207619917	105690	99.95	0.05

(6) Appointment of Sri R.K.Das as an Independent Director of the Company.

Resolution required : Ordinary Resolution

Mode of voting : evoting and Poll

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes – against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0
Public – Institutional holders	148478006	96698601	65.13	94410450	2288151	97.63	2.37
Public-Others	71974278	20421893	28.37	20417795	4098	99.98	0.02
Total	307178657	203846867	66.36	201554618	2292249	98.88	1.12



(7) Appointment of Sri N.R.Krishnan as an Independent Director of the Company.

Resolution required : Ordinary Resolution

Mode of voting : evoting and Poll

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0
Public – Institutional holders	148478006	100575426	67.74	100565566	9860	99.99	0.01
Public-Others	71974278	20423836	28.38	20417461	6375	99.97	0.03
Total	307178657	207725635	67.62	207709400	16235	99.99	0.01

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

Resolution required : Ordinary Resolution

Mode of voting : evoting and Poll

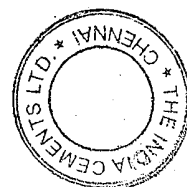
Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0
Public–Institutional holders	148478006	100575426	67.74	98287275	2288151	97.72	2.28
Public-Others	71974278	20423901	28.38	20416881	7020	99.97	0.03
Total	307178657	207725700	67.62	205430529	2295171	98.90	1.10

(9) Appointment of Sri N.Srinivasan as an Independent Director of the Company.

Resolution required : Ordinary Resolution

Mode of voting : evoting and Poll

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] *100	(4)	(5)	(6)=[(4)/(2)] *100	(7)=[(5)/(2)] *100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0
Public – Institutional holders	148478006	96698601	65.13	94410450	2288151	97.63	2.37
Public-Others	71974278	20424468	28.38	20416722	7746	99.96	0.04
Total	307178657	203849442	66.36	201553545	2295897	98.87	1.13



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

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

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0
Public – Institutional holders	148478006	100575426	67.74	100575426	0	100.00	0.00
Public-Others	71974278	20424373	28.38	20420585	3788	99.98	0.02
Total	307178657	207726172	67.62	207722384	3788	99.99	0.01

(11) Further Issue of Securities.

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

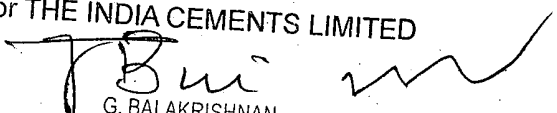
Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – In favour	No. of Votes - against	% of votes in favour on votes polled	% of votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)] * 100	(4)	(5)	(6)=[(4)/(2)] * 100	(7)=[(5)/(2)] * 100
Promoter and Promoter Group	86726373	86726373	100.00	86726373	0	100.00	0
Public – Institutional holders	148478006	100575426	67.74	84992439	15582987	84.51	15.49
Public-Others	71974278	20418903	28.37	20413225	5678	99.97	0.03
Total	307178657	207720702	67.62	192132037	15588665	92.50	7.50

The Scrutinizer's Report dated 26.12.2014 received from Ms.P.R.Sudha, Practicing Company Secretary was recorded. All the aforesaid resolutions have been passed with requisite majority effective from 26.12.2014.

CHAIRMAN

CERTIFIED TRUE COPY

For THE INDIA CEMENTS LIMITED


G. BALAKRISHNAN
SR. PRESIDENT & COMPANY SECRETARY