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

SH/NSE/ 30.08.2016

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor
Plot No.CI1, G Block
Bandra-Kurla Complex
Bandra (E)
MUMBAI 400 051.

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 29.08.2016

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

a. Date of AGM : **29.08.2016**
b. Total number of shareholders on Record Date : **94,381**
c. Number of shareholders present in the meeting either in person or through proxy:
   (i) Promoters and promoter group : **7**
   (ii) Public : **3,057**
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 31.03.2016:

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	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	91470774	70.29	91470774	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	91470774	70.29	91470774	0	100.00	0.00
Public- Non Institutions	E-Voting	90104577	23896652	26.52	23894812	1840	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915977	26.54	23914137	1840	99.99	0.01
Total		**307178657**	**202320139**	**65.86**	**202318299**	**1840**	**99.99**	**0.01**

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THE INDIA CEMENTS LTD. CHENNAI-2

Coromandel Cement

THE INDIA CEMENTS LIMITED

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Fax : 044-2851 7198 Grams : 'INDCEMENT'
CIN : L26942TN1946PLC000931

(2) Adoption of Consolidated Audited Accounts for the year ended 31.03.2016:

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	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	91470774	70.29	91470774	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	91470774	70.29	91470774	0	100.00	0.00
Public- Non Institutions	E-Voting	90104577	23896532	26.52	23894520	2012	99.99	0.01
	Poll		19325	0.02	19325	0	0.02	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915857	26.54	23913845	2012	99.99	0.01
Total		**307178657**	**202320019**	**65.86**	**202318007**	**2012**	**99.99**	**0.01**

(3) Declaration of dividend on equity shares for the year ended 31.03.2016:

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	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	94143657	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	94143657	0	100.00	0.00
Public- Non Institutions	E-Voting	90104577	23896526	26.52	23895026	1500	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915851	26.54	23914351	1500	99.99	0.01
Total		**307178657**	**204992896**	**66.73**	**204991396**	**1500**	**99.99**	**0.01**

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THE INDIA CEMENTS LTD. CHENNAI -2

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(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 interested in the agenda/resolution? : Yes

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	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	94004527	139130	99.85	0.15
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	94004527	139130	99.85	0.15
Public- Non Institutions	E-Voting	90104577	23894801	26.52	23891467	3334	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23914126	26.54	23910792	3334	99.99	0.01
Total		**307178657**	**204991171**	**66.73**	**204848707**	**142464**	**99.93**	**0.07**

(5) Appointment of Auditors and fixation of Remuneration.

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	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	91557657	70.35	88061618	3496039	96.18	3.82
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	91557657	70.35	88061618	3496039	96.18	3.82
Public- Non Institutions	E-Voting	90104577	23896552	26.52	23894846	1706	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915877	26.54	23914171	1706	99.99	0.01
Total		**307178657**	**202406922**	**65.89**	**198909177**	**3497745**	**98.27**	**1.73**

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S. Siddhan

THE INDIA CEMENTS LTD. CHENNAI-2

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CIN : L26942TN1946PLC000931

(6) Appointment of Sri Rabinarayan Panda 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	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	94004527	139130	99.85	0.15
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	94004527	139130	99.85	0.15
Public- Non Institutions	E-Voting	90104577	23895611	26.52	23892402	3209	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23914936	26.54	23911727	3209	99.99	0.01
Total		**307178657**	**204991981**	**66.73**	**204849642**	**142339**	**99.93**	**0.07**

(7) Appointment of Sri S.Balasubramanian Adityan 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	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	94143657	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	94143657	0	100.00	0.00
Public- Non Institutions	E-Voting	90104577	23895721	26.52	23891230	4491	99.98	0.02
	Poll		19325	0.02	19215	110	99.43	0.57
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915046	26.54	23910445	4601	99.98	0.02
Total		**307178657**	**204992091**	**66.73**	**204987490**	**4601**	**99.99**	**0.01**

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THE INDIA CEMENTS LTD. CHENNAI-2

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Fax : 044-2851 7198 Grams : 'INDCEMENT'
CIN : L26942TN1946PLC000931

(8) Re-appointment of Sri Arun Datta as an Independent Director of the Company.

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	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	94076781	66876	99.93	0.07
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	94076781	66876	99.93	0.07
Public- Non Institutions	E-Voting	90104577	23895321	26.52	23892063	3258	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23914646	26.54	23911388	3258	99.99	0.01
Total		**307178657**	**204991691**	**66.73**	**204921557**	**70134**	**99.97**	**0.03**

(9) Re-appointment of Sri N.R.Krishnan as an Independent Director of the Company.

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	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	94136359	7298	99.99	0.01
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	94136359	7298	99.99	0.01
Public- Non Institutions	E-Voting	90104577	23895721	26.52	23893062	2659	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915046	26.54	23912387	2659	99.99	0.01
Total		**307178657**	**204992091**	**66.73**	**204982134**	**9957**	**99.99**	**0.01**

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THE INDIA CEMENTS LTD. CHENNAI-2

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Fax : 044-2851 7198 Grams : 'INDCEMENT'
CIN : L26942TN1946PLC000931

(10) Re-appointment of Sri V.Manickam as an Independent Director of the Company.

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	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	68513909	25629748	72.78	27.22
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	68513909	25629748	72.78	27.22
Public- Non Institutions	E-Voting	90104577	23895046	26.52	23891487	3559	99.99	0.01
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23914371	26.54	23910812	3559	99.99	0.01
Total		**307178657**	**204991416**	**66.73**	**179358109**	**25633307**	**87.50**	**12.50**

(11) Re-appointment of Sri N.Srinivasan as an Independent Director of the Company.

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	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	90640320	3503337	96.28	3.72
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	90640320	3503337	96.28	3.72
Public- Non Institutions	E-Voting	90104577	23895721	26.52	23889577	6144	99.97	0.03
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915046	26.54	23908902	6144	99.97	0.03
Total		**307178657**	**204992091**	**66.73**	**201482610**	**3509481**	**98.29**	**1.71**

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CIN : L26942TN1946PLC000931

(12) Appointment of Sri N.Srinivasan as Managing Director of the Company.

Resolution required : Special Resolution

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

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	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	91480657	70.29	88051494	3429163	96.25	3.75
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	91480657	70.29	88051494	3429163	96.25	3.75
Public- Non Institutions	E-Voting	90104577	23895677	26.52	23889839	5838	99.98	0.02
	Poll		19325	0.02	19325	0	100.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915002	26.54	23909164	5838	99.98	0.02
Total		**307178657**	**202329047**	**65.87**	**198894046**	**3435001**	**98.30**	**1.70**

(13) 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	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	94076781	66876	99.93	0.07
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	94076781	66876	99.93	0.07
Public- Non Institutions	E-Voting	90104577	23896582	26.52	23894817	1765	99.99	0.01
	Poll		19325	0.02	19125	200	98.97	1.03
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915907	26.54	23913942	1965	99.99	0.01
Total		**307178657**	**204992952**	**66.73**	**204924111**	**68841**	**99.97**	**0.03**

THE INDIA CEMENTS LTD. CHENNAI-2

*** Page:08

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

(14) 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	NA	NA	NA	NA	NA	NA
	Total	86933388	86933388	100.00	86933388	0	100.00	0.00
Public - Institutions	E-Voting	130140692	94143657	72.34	93445378	698279	99.26	0.74
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	130140692	94143657	72.34	93445378	698279	99.26	0.74
Public- Non Institutions	E-Voting	90104577	23896401	26.52	23894586	1815	99.99	0.01
	Poll		19325	0.02	19195	130	99.33	0.67
	Postal Ballot (if applicable)	NA	NA	NA	NA	NA	NA	NA
	Total	90104577	23915726	26.54	23913781	1945	99.99	0.01
Total		**307178657**	**204992771**	**66.73**	**204292547**	**700224**	**99.66**	**0.34**

We write this to inform you that all the aforesaid resolutions have been passed with requisite majority. We enclose the Scrutinizer's Report dated 30.08.2016 for your records.

Thanking you,

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

COMPANY SECRETARY

Encl.: As above

P R SUDHA
COMPANY SECRETARY

Flat 'C', Lakshmi Aprtments,
171, 3rd Cross Street, Lakshmi Nagar,
Porur, Chennai - 600 116
Tel : 98414 26631
Email : sudha.pr2@gmail.com
sudha_pr@yahoo.com

30.08.2016

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
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 29.08.2016 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 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 Section 108 & 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 70th Annual General Meeting (AGM) of the Members of the Company, held on Monday, the 29th August 2016 at 10 A.M. at Sathguru Gnanananda Hall, 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 70th Annual General Meeting (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 resolution 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.

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P.R. SUDHA ★ FCS 6046 CP 4468 ★ COMPANY SECRETARY

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 through e-voting services provided by National Securities Depository Limited (NSDL) for conducting 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., 22nd August 2016, were entitled to vote on the Resolutions as set out at Item Nos. 1 to 14 in the Notice of the 70th AGM of the Company.

c) The voting period for e-voting commenced on Thursday, 25th August 2016 at 9.00 a.m. and ended on Sunday, 28th August 2016 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 70th Notice of the AGM.

f) The 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 29th August 2016, I opened the locked Polling Box in the presence of two witnesses, Ms M.K. Sangeetha and Mr. S Manoj Raja, 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 papers received from six shareholders who have already voted electronically were not considered.

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PRSudha

P.R. SUDHA
FCS 6046
CP 4468
COMPANY SECRETARY

i) Thereafter, on 29th August 2016, 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. S Manoj Raja, who are not in the employment of the Company.

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. Four poll papers were found incomplete and/or defective and/or invalid.

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 31.03.2016

(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	324	202298974	
POLL	40	19325	
TOTAL	364	202318299	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	5	1840	
POLL	0	0	
TOTAL	5	1840	0.01

Total Votes	369	202320139	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	4	380	0
Total	4	380	0

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Resolution No: 2:

Nature of resolution: Ordinary Resolution

Adoption of Consolidated Audited Accounts for the year ended 31.03.2016

(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	321	202298682	
POLL	40	19325	
TOTAL	361	202318007	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	6	2012	
POLL	0	0	
TOTAL	6	2012	0.01

Total Votes	367	202320019	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	4	380	0
Total	4	380	0

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Resolution No: 3:

Nature of resolution: Ordinary Resolution

Declaration of dividend on Equity Shares for the year ended 31.03.2016

(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	333	204972071	
POLL	40	19325	
TOTAL	373	204991396	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	1	1500	
POLL	0	0	
TOTAL	1	1500	0.01

Total Votes	374	204992896	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	4	380	0
Total	4	380	0

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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	312	204829382	
POLL	40	19325	
TOTAL	352	204848707	99.93

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	21	142464	
POLL	0	0	
TOTAL	21	142464	0.07

Total Votes	373	204991171	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	4	380	0
Total	4	380	0

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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	311	198889852	
POLL	40	19325	
TOTAL	351	198909177	98.27

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	17	3497745	
POLL	0	0	
TOTAL	17	3497745	1.73

Total Votes	368	202406922	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	4	380	0
Total	4	380	0

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Resolution No: 6:

Nature of resolution: Ordinary Resolution

Appointment of Sri Rabinarayan Panda (DIN: 07034875) 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	318	204830317	
POLL	40	19325	
TOTAL	358	204849642	99.93

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	14	142339	
POLL	0	0	
TOTAL	14	142339	0.07

Total Votes	372	204991981	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	4	380	0
Total	4	380	0

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Resolution No: 7:

Nature of resolution: Ordinary Resolution

Appointment of Sri S.Balasubramanian Adityan (DIN: 00036898) 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	319	204968275	
POLL	39	19215	
TOTAL	358	204987490	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	4491	
POLL	1	110	
TOTAL	15	4601	0.01

Total Votes	373	204992091	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	4	380	0
Total	4	380	0

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P.R. SUDHA FCS 6046 CP 4468 COMPANY SECRETARY

Resolution No: 8:

Nature of resolution: Special Resolution

Re-appointment of Sri Arun Datta (DIN: 00180069) 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	316	204902232	
POLL	40	19325	
TOTAL	356	204921557	99.97

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	14	70134	
POLL	0	0	
TOTAL	14	70134	0.03

Total Votes	370	204991691	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	4	380	0
Total	4	380	0

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Resolution No: 9:

Nature of resolution: Special Resolution

Re-appointment of Sri N.R.Krishnan (DIN: 00047799) 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	318	204962809	
POLL	40	19325	
TOTAL	358	204982134	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	15	9957	
POLL	0	0	
TOTAL	15	9957	0.01

Total Votes	373	204992091	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	4	380	0
Total	4	380	0

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Resolution No: 10:

Nature of resolution: Special Resolution

Re-appointment of Sri V.Manickam (DIN: 00179715) 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	260	179338784	
POLL	40	19325	
TOTAL	300	179358109	87.50

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	69	25633307	
POLL	0	0	
TOTAL	69	25633307	12.50

Total Votes	369	204991416	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	4	380	0
Total	4	380	0

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P.R. SUDHA * COMPANY SECRETARY * FCS 6046 CP 4468

Resolution No: 11:

Nature of resolution: Special Resolution

Re-appointment of Sri N.Srinivasan (DIN: 00004195) 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	300	201463285	
POLL	40	19325	
TOTAL	340	201482610	98.29

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	33	3509481	
POLL	0	0	
TOTAL	33	3509481	1.71

Total Votes	373	204992091	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	4	380	0
Total	4	380	0

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Resolution No: 12:

Nature of resolution: Special Resolution

Appointment of Sri N.Srinivasan (DIN:00116726) as Managing Director of the Company and payment 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	290	198874721	
POLL	40	19325	
TOTAL	330	198894046	98.30

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	31	3435001	
POLL	0	0	
TOTAL	31	3435001	1.70

Total Votes	361	202329047	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	4	380	0
Total	4	380	0

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Resolution No: 13:

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	323	204904986	
POLL	37	19125	
TOTAL	360	204924111	99.97

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	11	68641	
POLL	3	200	
TOTAL	14	68841	0.03

Total Votes	374	204992952	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	4	380	0
Total	4	380	0

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PR. SUDHA * COMPANY SECRETARY * FCS 6046 CP 4468

Resolution No: 14:

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	315	204273352	
POLL	38	19195	
TOTAL	353	204292547	99.66

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	19	700094	
POLL	2	130	
TOTAL	21	700224	0.34

Total Votes	374	204992771	100

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	4	380	0
Total	4	380	0

P.R. SUDHA * FCS 6046 CP 4468 * COMPANY SECRETARY

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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.

Thanking You,

Yours Faithfully,

P.R. SUDHA
FCS 6046
CP 4468
COMPANY SECRETARY

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

R. NARASIMHAN (Folio No. N1568)
MEMBER SCRUTINIZER
APPOINTED BY AGM CHAIRMAN

For THE INDIA CEMENTS LIMITED

N.SRINIVASAN
VICE CHAIRMAN &
MANAGING DIRECTOR