



TAMIL NADU CEMENTS CORPORATION LIMITED

(A GOVERNMENT OF TAMIL NADU UNDERTAKING)

Registered Office : 5th Floor, Aavin Illam, 3A, Pasumpon Muthuramalingam Salai,
Nandanam, Chennai - 600 035

Phone : 044 - 2852 5461 / 2852 5471 | Website : www.tancem.in

CIN : U40200TN1976SGC007081 | GST IN : 33AABCT1819J1ZH



NOTICE

NOTICE is hereby given that the Forty Seventh Annual General Meeting of the members of Tamil Nadu Cements Corporation Limited will be held on Thursday, the 28th day of December, 2023 at 04:00 P.M. at the Conference Hall, Industries, Investment Promotion and Commerce Department, Secretariat, Chennai- 600 009 to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended **31st March 2023**, the Cash Flow Statement for the year ended **31st March 2023**, the Balance Sheet as at that date and Reports of the Board of Directors and the Statutory Auditors and the comments of the Comptroller and Auditor General of India, thereon.

2. Declaration of Dividend

To consider and to pass the following Resolution for declaration of Dividend as an ordinary resolution with or without modification

Resolved that the approval of members be and is hereby accorded for declaration of dividend at the rate of Rs.300/- per share on the Equity Share Capital of the company totaling to Rs.33,39,54,000/- for the financial year ended 31st March 2023.

3. Fixation of Auditors Remuneration:

To consider and if thought fit, to pass with or without modification(s) the following Resolution as an ORDINARY resolution.

RESOLVED that consent of the Company be and is hereby accorded for the payment of remuneration of Rs.4,00,000/- (Rupees Four Lakhs only) to M/s. M S K C & Associates (Firm Registration No. MD 0076), Anna Salai, Chennai - 6, Statutory Auditors besides reimbursement of actual travelling and out of pocket expenses plus applicable taxes for the FY 2023-24 subject to other terms and conditions laid down by the Office of the Comptroller and Auditor General of India in their letter No.CA.V/COY/TAMIL NADU/TNCEMT(1)/781 dated 20.09.2023.

SPECIAL BUSINESS

4. To consider and pass the following Resolution as an ORDINARY resolution with or without modification.

RESOLVED that the remuneration of Rs. 55,000/- (Rupees Fifty five thousand only) in addition to reimbursement of actual travelling and out of pocket expenses plus applicable taxes, payable to Thiru. G. Sugumar & Co, Cost Accountant holding membership no. 102522 allotted by the Institute of Cost Accountants of India, who was appointed as Cost Auditor of the Company for the financial year 2023-24 as recommended by the Audit Committee and approved by the Board of Directors of the Company, in terms of Section 148 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force) be and is hereby ratified".

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all acts and take all steps as may be necessary, proper or expedient to give effect to this resolution"

By Order of the Board


(R. KANNAN, IAS)
MANAGING DIRECTOR

Place: Chennai – 600 035

Date : 06.12.2023

NOTE:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy and vote instead of himself. The proxy need not be a member of the company
2. A Proxy form is enclosed
3. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.

Statement under Section 102 of the Companies Act, 2013

Item No.3:

The Board of Directors at their 311th Meeting held on 26.07.2023 have approved the appointment of Thiru. G. Sugumar & Co, holding membership no. 102522 allotted by the Institute of Cost Accountants of India to conduct the audit of the cost accounting records maintained by the Company for the year ending 31st March 2024 as per the directions issued by the Central Government and the remuneration was fixed as given in the resolution.

As per Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditors is to be ratified by the shareholders. Accordingly, the resolution is placed before the members for consideration and approval.

Interest of Directors and Key Managerial Personnel:

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested either financially or otherwise in this resolution.

By Order of the Board


(R.KANNAN, IAS)
MANAGING DIRECTOR

Place: Chennai – 600 035

Date : 06.12.2023

M/s TAMIL NADU CEMENTS CORPORATION LIMITED
(A Government of Tamilnadu Undertaking)
Aavin Illam, 3A Pasumpon Muthuramalingam Salai, Chennai -35

CIN : U40200TN1976SGC007081

FORM No. MGT - 11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3)
of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s) :
Registered Address:

E-mail ID :
Folio No./Client ID :
DP ID:

I/We, being the members of shares of the above named company, hereby
appoint

1. Name :
Address :

E-mail ID :
Signature : or failing him

2. Name :
Address :

E-mail ID :
Signature : or failing him

3. Name :
Address :

E-mail ID :
Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at
the 47th Annual General Meeting / ~~Extraordinary General Meeting~~ of the Company to
be held on Thursday, the 28th of December, 2023 at 4.00 p.m at the Conference
Hall, Industries, Investment Promotion and Commerce Department, Secretariat,
Chennai -09 and at any adjournment thereof in respect of such resolutions as are
indicated below:

1. To receive, consider and adopt the audited Statement of Profit and Loss for the year ended **31st March 2023**, the Balance Sheet as on that date and Reports of the Board of Directors and the Statutory Auditors and the comments of the Comptroller and Auditor General of India, thereon
2. Approval for remuneration to be paid to Statutory Auditors of the Company appointed by Comptroller & Auditor General of India

Ratification of Cost Auditors remuneration to be paid to Thiru. G. Sugumar & Co., Cost Accountant.

Signed this day of 2023.

Signature of the shareholder

Re. 1
Revenue
Stamp to
be affixed.

Signature of the proxy holder(s)

NOTE:

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the company not less than 48 hours before the commencement of the Meeting.