



TRINETRA CEMENT LIMITED

(A subsidiary of The India Cements Limited)

CIN : L99999TN1987PLC082730

Registered Office: "Dhun Building", 827, Anna Salai, Chennai 600 002.

Corporate Office: "Coromandel Towers", 93, Santhome High Road, R.A.Puram, Chennai 600 028.

Phone: 044-28521526, 28572100, 28572400 Fax: 044-28517198

Email id: trinetracementltd@gmail.com Website: www.trinetracement.com

NOTICE OF POSTAL BALLOT AND e-VOTING

Notice pursuant to Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014 ("the Rules") and Circulars bearing Nos.CIR/CFD/DIL/5/2013 dated February 4, 2013, CIR/CFD/DIL/8/2013 dated May 21, 2013 and CIR/CFD/POLICY CELL/2/2014 dated April 17, 2014, issued by the Securities and Exchange Board of India ("SEBI Circulars").

Dear Equity Shareholder(s),

The Hon'ble High Court of Judicature at Madras in Company Application No.95 of 2015 directed the Company to convene and conduct a meeting of the Equity Shareholders on Wednesday, the 25th day of March, 2015, at 4.00 P.M. at the Corporate Office: "Coromandel Towers", 93, Santhome High Road, Karpagam Avenue, R.A.Puram, Chennai 600028, for the purpose of considering and if thought fit, for approving, with or without modification(s), the proposed Scheme of Amalgamation and Arrangement between Trinetra Cement Limited (Applicant / First Transferor Company) and Trishul Concrete Products Limited (Second Transferor Company) with The India Cements Limited (Transferee Company) and their respective Shareholders (the "Scheme"). In addition to the Court Convened Meeting, the SEBI Circulars provide that, the Scheme shall be acted upon only if the votes cast by the Public Shareholders of the Applicant Company (i.e. shareholders other than Promoter and Promoters Group shareholders) in favour of the proposal are more than the number of votes cast by its Public Shareholders against it through Postal Ballot and e-voting.

The Applicant Company accordingly seeks the consent of the public shareholders for the aforesaid proposal as per draft resolution appended below, which is proposed to be passed by way of postal ballot and e-voting as per SEBI circulars. The Explanatory Statement under Section 393 of the Companies Act, 1956 setting out all material facts relating to the proposed Scheme is annexed (Refer page nos. 5 to 31).

It is clarified that votes may be cast by public shareholders by postal ballot / e-voting and also at the Court Convened Meeting and casting of votes by postal ballot/e-voting does not disentitle them from attending and casting their votes at the Court Convened Meeting vice-versa. It is further clarified that while votes may be cast personally or by proxy at the Court Convened Meeting as provided in the notice of Court Convened Meeting, exercise of votes through postal ballot is not permitted through a proxy.

The Applicant Company, in terms of Clause-24 (f) of the Listing Agreement and SEBI Circulars received approval from BSE Limited (BSE) and Delhi Stock Exchange Limited (DSE) and Madhya Pradesh Stock Exchange Limited (MPSE), vide their observation letters dated 26th September, 2014, 26th September, 2014 and 1st October, 2014 respectively. The copies of the said observation letters received from BSE, DSE and MPSE are enclosed.

The Postal Ballot Form along with instructions for voting are also enclosed ("Postal Ballot Form"). The instructions for e-voting are also given below.

The Board of Directors of the Company has appointed Ms.P.R.Sudha, a Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Shareholders are requested to read the instructions carefully and communicate your assent or dissent by returning duly filled-in and signed, the enclosed Postal Ballot Form in the attached self-addressed and

postage pre-paid (if posted from India) Business Reply Envelope, so as to reach the Scrutinizer on or before 6.00 P.M. on 23rd March, 2015. The Postal Ballot Form(s) received after the said date shall be treated as if Postal Ballot Form from the shareholder has not been received.

The shareholders are also requested to note that the proposed resolution set out in this notice may also be voted upon through e-voting and the Company has entered into an agreement with National Securities Depository Limited to provide the shareholders the platform to vote electronically (e-voting) instead of in the physical mode. The shareholders desirous of exercising their vote electronically are requested to read the instructions printed under the notes. The shareholders who wish to exercise their vote using postal ballot form are requested to carefully go through the instructions printed overleaf of the enclosed postal ballot form.

A Member can opt for only one mode of voting i.e. either through e-voting or by the Postal Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and the Postal Ballot Form shall be treated as invalid.

Upon completion of the scrutiny of the Postal Ballot forms and e-voting, the Scrutinizer will submit her report to the Chairman/Director of the Company. The result of the Postal Ballot and e-Voting will be announced by the Company on 24th March, 2015 at 4.00 P.M. at the Registered Office of the Company and displayed on the notice board at the Registered Office of the Company at 'Dhun Building', 827, Anna Salai, Chennai 600 002 and will be placed on the website of the Company at www.trinetracement.com, for information of the members, besides being communicated to BSE Limited and Madhya Pradesh Stock Exchange Limited on which the shares of the Company are presently listed.

PROPOSED RESOLUTION:

Approval for the Scheme of Amalgamation and Arrangement between Trinetra Cement Limited and Trishul Concrete Products Limited with The India Cements Limited and their respective Shareholders.

To consider and if thought fit to pass, with or without modification, the following resolutions:

“RESOLVED THAT subject to the sanction of the Hon’ble High Court of Judicature at Madras and of such other authorities as may be necessary and pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 or the applicable provisions of the Companies Act, 2013, if notified, and the Memorandum and Articles of Association of the Company, the Scheme of Amalgamation and Arrangement between Trinetra Cement Limited (First Transferor Company) and Trishul Concrete Products Limited (Second Transferor Company) with The India Cements Limited (Transferee Company) and their respective Shareholders (the “Scheme”) be and is hereby approved.”

“RESOLVED FURTHER THAT the Board of Directors of the Company and any person nominated by the Board of Directors, be and are hereby severally authorised to take all steps as may be necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Scheme of Amalgamation and Arrangement and this resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed, required or imposed by the Hon’ble High Court of Judicature at Madras while sanctioning the said Scheme of Amalgamation and Arrangement.”

**By order of the Board
for TRINETRA CEMENT LIMITED**

Sd/-
S.SRIDHARAN
COMPANY SECRETARY

Date : 02.02.2015
Place: Chennai

Registered Office:

‘Dhun Building’, 827, Anna Salai, Chennai 600 002, Tamil Nadu.

Notes:

1. Consideration and approval of the Public Shareholders by Postal Ballot / e-Voting is sought to the above Resolution.
2. The Notice of the Postal Ballot has been posted to the registered address of all the equity shareholders whose names appear in the Register of Members / Beneficial Owners as per the details furnished by the Depositories as on the cut-off date viz. 13th February, 2015. Equity shareholders who have registered their e-mail IDs for receipt of documents in electronic mode have also been sent the Notice of Postal Ballot by e-mail.
3. An Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013, is annexed (Refer page nos. 5 to 31).
4. The voting rights shall be reckoned on the paid-up value of the shares registered in the names of public shareholders as on the Cut-off Date i.e. 13th February, 2015.
5. The voting by Postal Ballot / evoting commences on 22nd February, 2015 and ends on 23rd March, 2015.

6. Voting through electronic means

In terms of SEBI Circulars and pursuant to the provisions of Section 108 of the Companies Act, 2013 read with the rules made thereunder and Clause 35B of the Listing Agreement, the Company is providing facility of e-voting system to the members holding shares as on 13th February, 2015 being cut-off date (record date), to exercise their right to vote on business to be transacted by postal ballot. The Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facility.

The instructions for Voting through electronic means are as under:

- A.** In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company / Registrar & Share Transfer Agent (RTA) viz. Integrated Enterprises (India) Limited / Depository Participant(s)]
- (i) Open email and open PDF file viz. "TCL Postal Ballot and eVoting" with your Folio no. / Client ID as password. The said PDF file contains your User ID and password/PIN for e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the URL: <https://www.evoting.nsdl.com>.
 - (iii) Click on "Shareholder - Login".
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits / characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" of Trinetra Cement Limited.
 - (viii) Now you are ready for "e-voting" as "Cast Vote" page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to sudha.pr2@gmail.com or sudha_pr@yahoo.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of Postal Ballot [for members whose email IDs are not registered with the Company / RTA viz. Integrated Enterprises (India) Limited / Depository Participants(s) or requesting physical copy]:

(i) Initial password is provided, as below, at the bottom of the Attendance Slip for the Court Convened Meeting:

EVEN (E-Voting Event Number)	USER ID	PASSWORD/PIN

(ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com.

If you are already registered with NSDL for e-voting then you can use your existing user ID and password/PIN for casting your vote.

You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The e-voting period commences on 22nd February, 2015 (9.00 a.m.) and ends on 23rd March, 2015 (6.00 p.m.). During this period public shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) 13th February, 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

7. For members who wish to vote through Postal Ballot Forms:

- I. The Postal Ballot Form is provided for the benefit of members, who do not have access to e-voting facility.
- II. Pursuant to Clause 35B of the Listing Agreement, members who do not have access to e-voting facility, may exercise their right to vote on business to be transacted by Postal Ballot by submitting the Postal Ballot Form enclosed to this Notice.
- III. Members may communicate their assent or dissent by returning duly filled in and signed the enclosed Postal Ballot form in the attached self-addressed & postage pre-paid (if posted from India) Business Reply Envelope, so as to reach the Scrutinizer on or before 6.00 p.m. on 23rd March, 2015. The Postal Ballot Form received thereafter will be strictly treated as not received.

IV. Please follow the instructions as mentioned in the Postal Ballot Form.

8. Upon completion of the scrutiny of the Postal Ballot forms and e-voting, the Scrutinizer will submit her report to the Chairman/Director of the Company. The result of the Postal Ballot and e-Voting will be announced by the Company on 24th March, 2015 at 4.00 P.M. at the Registered Office of the Company and displayed on the notice board at the Registered Office of the Company at 'Dhun Building', 827, Anna Salai, Chennai 600 002 and will be placed on the website of the Company at www.trinetacement.com, for information of the members, besides being communicated to BSE Limited and Madhya Pradesh Stock Exchange Limited on which the shares of the Company are presently listed.



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POSTAL BALLOT FORM

(TO BE RETURNED TO SCRUTINIZER)

(Please read the instructions printed overleaf before completing the Form)

Serial No. :

1. Name and Registered Address of the sole / first named Shareholder :
2. Name(s) of the Joint Shareholder(s) if any :
3. Registered folio No./DP ID No.& Client ID
(for shareholders holding shares in dematerialized form) :
4. Number of Shares held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed through Postal Ballot / e-voting for the business stated in the Notice dated 16th February, 2015 of the Company by sending my/our assent (FOR) or dissent (AGAINST) to the said resolution by placing the (✓) mark at the appropriate box below:

Description of the Resolution	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
<p>"RESOLVED THAT subject to the sanction of the Hon'ble High Court of Judicature at Madras and of such other authorities as may be necessary and pursuant to the provisions of Sections 391 to 394 of the Companies Act, 1956 or the applicable provisions of the Companies Act, 2013, if notified, and the Memorandum and Articles of Association of the Company, the Scheme of Amalgamation and Arrangement between Trinetra Cement Limited (First Transferor Company) and Trishul Concrete Products Limited (Second Transferor Company) with The India Cements Limited (Transferee Company) and their respective Shareholders (the "Scheme") be and is hereby approved."</p> <p>"RESOLVED FURTHER THAT the Board of Directors of the Company and any person nominated by the Board of Directors, be and are hereby severally authorised to take all steps as may be necessary or desirable and to do all such acts, deeds, things and matters, as may be considered necessary to give effect to the aforesaid Scheme of Amalgamation and Arrangement and this resolution and to accept such alteration, modification and/or conditions, if any, which may be proposed, required or imposed by the Hon'ble High Court of Judicature at Madras while sanctioning the said Scheme of Amalgamation and Arrangement."</p>			

Place :

Date :

Signature of the Shareholder(s) or Authorised Representative

General Instructions

- 1. Shareholders have option to vote either through Postal Ballot Form or through e-voting. If a shareholder has opted for Physical Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical ballot and e-voting, then vote cast through e-voting shall be considered and vote cast through postal ballot shall be treated as invalid.**
2. The Notice of Postal Ballot / e-voting is being despatched / e-mailed to the shareholders whose names appear on the Register of Members as on 13th February, 2015 and voting rights shall be reckoned on the paid-up value of the shares registered in the name of the shareholders as on the said date.
- 3. Voting in the Postal Ballot / e-Voting cannot be exercised by a proxy. However, corporate and institutional shareholders shall be entitled to vote through their authorised representatives with proof of their authorization, as stated below.**
- 4. Members are requested to refer to the Postal Ballot and e-Voting Notice and Notes thereto for detailed instructions with respect to e-Voting.**

Instructions for voting physically by Postal Ballot Form

1. A Shareholder desiring to exercise vote by Postal Ballot should complete this Postal Ballot Form (no other form or photocopy thereof is permitted) and send it to the Scrutinizer, Ms.P.R.Sudha, a Practicing Company Secretary in the enclosed self-addressed and pre-paid Business Reply Envelope. However, envelopes containing Postal Ballot Form(s), if deposited in person or if sent by courier or registered/speed post at the expense of the Shareholder will also be accepted.
2. The self-addressed business reply envelope bears the name and postal address of the Scrutinizer appointed by the Company.
3. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ RTA/Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
4. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
5. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
6. Members are requested to fill the Postal Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
7. There will be one Postal Ballot Form for every folio / Client ID irrespective of the number of joint holders.
8. Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours i.e. 6.00 p.m. on 23rd March 2015. All Postal Ballot Forms received after this date will be strictly treated as if the reply from such Shareholder has not been received.
9. A Member may request for a duplicate Postal Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under Instruction No.8 above.
10. Shareholders are requested not to send any other paper along with the Postal Ballot Form. They are also requested not to write anything in the Postal Ballot form except giving their assent or dissent and putting their signature. If any such paper is sent, the same will not be considered by the Scrutinizer.
11. The Scrutinizer's decision on the validity of a Postal Ballot / e-Voting will be final and binding.
12. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
13. The result of the Postal Ballot / e-Voting will be posted on the website of the Company www.trinetacement.com besides being communicated to the Stock Exchanges where the Equity Shares of the Company are listed.