

Corporate Identification Number (CIN): U93090TN1962PLC004947

Registered Office: Rani Seethai Hall Building,
603, Anna Salai, Chennai, Tamil Nadu - 600 006

Tel No. : 044-2829 2727 / 4214 9955, Fax No. : 044-2829 1558

Website : www.chettinad.com; Email : shares@chettinadcement.com**NOTICE**

Members are hereby informed that pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company has on Friday the 26th February, 2016 completed the dispatch of the Postal Ballot Notice, along with the Postal Ballot Form (a) through electronic means to the members whose email addresses are registered in the records of the Company/RTA/depository participants; and (b) through physical mode, along with a postage-prepaid self-addressed Business Reply Envelope to all the members for seeking approval of the shareholders of the Company by postal ballot, including voting by electronic means, on the following matters:

1. Special resolution for adoption of new set of Articles of Association ("AoA") under the Companies Act, 2013 in place of the existing AoA of the Company
2. Ordinary resolution for Amendment of Clause V of the Memorandum of Association of the Company for the purpose of consolidation of share capital of the Company
3. Special resolution for consolidation of entire issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the nominal value of the equity shares from Rs.10/- (Rupees Ten only) each to Rs.2,00,000/- (Rupees Two Lakhs only) each and matters incidental thereto

The Notice has been sent to all the shareholders, whose names appear on the Register of Members / List of Beneficial Owners as on February 19, 2016. Only persons who were members of the Company on the said date would be eligible to vote on the resolutions proposed to be passed by postal ballot.

The Company has offered e-voting facility through National Securities Depository Limited ("NSDL") to enable the shareholders to cast their votes electronically instead of dispatching the Postal Ballot Form. The detailed procedure for e-voting is enumerated in the Postal Ballot Notice. The shareholders can opt for any one mode of voting. In case, shareholder(s) cast vote by sending physical form as well as vote through e-voting, voting done by e-voting shall prevail and votes cast through postal ballot forms will be ignored, and treated as invalid.

The Board of Directors has appointed **Mr. I B Harikrishna of M/s IBH & Co. Practising Company Secretaries**, as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

The facility to exercise vote by postal ballot and through e-voting will be available during the following period:

Commencement of voting : Saturday the 27th February 2016 at 9.00 A.M.End of voting : Monday the 28th March 2016 at 5.00 P.M.

Duly completed and signed postal ballot forms should reach the Scrutinizer not later than 5.00 P.M. on Monday, March 28, 2016. Postal Ballots received from members or e-votes cast by members after 5.00 P.M. on Monday the 28th March 2016 **would be strictly treated as if reply has not been received.**

Any member who does not receive the Postal Ballot Form may either send an email to Mr. S Hariharan, Company Secretary (**email: hariharan.s@chettinadcement.com**) or may apply to the Registrar and Share Transfer Agent of the Company and obtain a duplicate Postal Ballot Form. The Postal Ballot Notice and the Postal Ballot Form can also be downloaded from our website **www.chettinad.com** or on the website of NSDL at **www.nsdl.co.in**.

For any queries / grievances relating to voting by postal ballot or by electronic means, members are requested to contact Sri. R Kalyanaraman, Chief Manager, Integrated Enterprises (India) Limited, 2nd floor, Kences Towers, 1 Ramakrishna Street, T. Nagar, Chennai 600 017. Ph.no. 044-28140801-03. Email id: **kalyan@integratedindia.in**

For Chettinad Cement Corporation Limited**Sd/-**

Date : 27.2.2016

Place : Chennai

S Hariharan
Company Secretary