

28.09.2022

Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 read with
Rules 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To

The Vice Chairman and Managing Director (Chairman of the Meeting)
The India Cements Limited
Corporate Office: Coromandel Towers
93, Santhome High Road
Karpagam Avenue, R.A. Puram
Chennai – 600 028

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting and e-voting during the 76th Annual General Meeting (AGM) of The India Cements Limited (the Company) held at 10.30 A.M. [Indian Standard Time] (IST) on Wednesday, the 28th September, 2022, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"),

I, P.R.Sudha, a Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors 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 remote e-voting and e-voting during the 76th Annual General Meeting (AGM) held at 10.30 A.M.(IST) on Wednesday, the 28th September, 2022, through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), in respect of the resolutions as set out in the Notice of the AGM, pursuant to Section 108 of the Companies Act, 2013 (the Act) read with Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014 (the Rules), as amended by Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

- 1) The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and the Rules made thereunder relating to remote e-voting and e-voting during the AGM in respect of the resolutions set out in the Notice of the 76th AGM of the Members of the Company.
- 2) My responsibility as Scrutinizer for the remote e-voting and e-voting during the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions contained in the Notice of 76th AGM which are detailed below, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL).

3) As a Scrutinizer, I have to scrutinize:

- (i) the process of remote e-voting before the AGM on the dates referred to in the Notice calling the AGM ("remote e-voting") and
- (ii) the process of e-voting during the AGM through electronic voting system (e-voting).

4) I submit my report as under:

- a) The Company had sent Notice of AGM dated 12.08.2022 through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Share Transfer Agent / Depository Participants, in accordance with General Circulars No. 14/2020, 17/2020, 20/2020, 02/2021 and 2/2022 dated 8th April 2020, 13th April 2020, 5th May 2020, 13th January 2021 and 5th May 2022 respectively issued by Ministry of Corporate Affairs, Government of India ("MCA") and Circulars No. SEBI/HO/CFD/CMD1/ CIR/P/2020/79, SEBI/HO/CFD/CMD2/CIR/P/2021/11 and SEBI/HO/CFD/ CMD2/CIR/P/2022/62 dated 12th May, 2020, 15th January, 2021 and 13th May, 2022 respectively issued by Securities and Exchange Board of India (SEBI)
- b) Pursuant to the MCA Circulars, Public Notices by way of advertisements were published in Business Standard and Business Line (English newspapers) and Dinamani (vernacular language newspaper) on 28.08.22 and in Business Standard and Business Line (English newspapers) and Dinamani (vernacular language newspaper) on 05.09.22 specifying that the AGM would be convened through VC or OAVM in compliance with the applicable provisions of the Act read with MCA Circular dated 05.05.2022, the date and time of the AGM, availability of the notice on websites of the Company and the Stock Exchanges, manner of registration of email addresses by the members (both physical and demat) who have not registered their email addresses with the Company and the manner of voting through remote e-voting or through e-voting system during the AGM and the manner in which members can give their mandate for receiving dividends directly in their Bank Accounts through the ECS or any other means etc.
- c) The Company appointed National Securities Depository Limited (NSDL) to provide the Members the facility to exercise their right to vote on the resolutions as set out in the Notice of the 76th AGM through remote e-voting and e-voting during the AGM.
- d) The Shareholders of the Company holding shares as on the "cut-off" date i.e., 21.09.2022, were entitled to vote on the Resolutions as set out in Items No. 1 to 8 of the Notice of the 76th AGM of the Company.
- e) The remote e-Voting period commenced on 24.09.2022 at 9:00 A.M. (IST) and ended on 27.09.2022 at 5:00 P.M. (IST) and the said e-voting module was disabled by NSDL thereafter.



- f) The shareholders present at the AGM through VC / OAVM voted through e-voting facility provided by NSDL during the AGM.
- g) As per the information given to me, the names of the shareholders who had voted through remote e-voting had been blocked by NSDL and only those members who were present at the AGM through VC / OAVM and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
- h) 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 cast their votes) have been downloaded from the portal of NSDL as a Scrutinizer to ensure that Members who have cast their votes through remote e-Voting have not voted again at the e-voting during the AGM.
- i) After conclusion of the e-voting at the AGM through VC/OAVM, the data has been downloaded from the website of National Securities Depository Limited (NSDL) on Wednesday, the 28th September, 2022 and first counted the votes cast through e-voting at the AGM and thereafter unblocked the votes cast through remote e-voting in the presence of two witnesses, Ms.M K Sangeetha and Ms.V.Revathy who are not in the employment of the Company and the same were scrutinized, reviewed and the results were prepared.
- j) The results of the remote e-voting and e-voting during AGM, based on the data downloaded from NSDL e-voting system and the reports generated by me, are as under :



Resolution No: 1

Nature of resolution: Ordinary Resolution

Adoption of Audited Standalone Financial Statements for the year ended 31.03.2022 and the Reports of Directors and Auditors thereon

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	787	176487686	
E-VOTING	10	4697	
TOTAL	797	176492383	99.99

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	28	2491	
E-VOTING	0	0	
TOTAL	28	2491	0.01

Total Votes	825	176494874	100
-------------	-----	-----------	-----

(iii) INVALID VOTES

	Number of members voted	Number of invalid Votes cast (Shares)	% of total number of invalid votes cast
REMOTE E-VOTING	Nil	Nil	Nil
E-VOTING	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

PR Sudha



Resolution No: 2

Nature of resolution: Ordinary Resolution

Adoption of Audited Consolidated Financial Statements for the year ended 31.03.2022 and the Reports of Auditors thereon

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	786	176487636	
E-VOTING	10	4697	
TOTAL	796	176492333	99.99

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	27	2240	
E-VOTING	0	0	
TOTAL	27	2240	0.01

Total Votes	823	176494573	100.00
-------------	-----	-----------	--------

(iii) INVALID VOTES

	Number of members voted	Number of invalid Votes cast (Shares)	% of total number of invalid votes cast
REMOTE E-VOTING	Nil	Nil	Nil
E-VOTING	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

PR Sudha



Resolution No: 3**Nature of resolution: Ordinary Resolution****Declaration of dividend on equity shares for the financial year ended 31.03.2022**

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	791	176751119	
E-VOTING	10	4697	
TOTAL	801	176755816	99.99

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	26	1910	
E-VOTING	0	0	
TOTAL	26	1910	0.01

Total Votes	827	176757726	100.00
-------------	-----	-----------	--------

(iii) INVALID VOTES

	Number of members voted	Number of invalid Votes cast (Shares)	% of total number of invalid votes cast
REMOTE E-VOTING	Nil	Nil	Nil
E-VOTING	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

PR Sudha

Resolution No: 4

Nature of resolution: Ordinary Resolution

Appointment of Smt. Chitra Srinivasan (DIN: 01094213) as a director, who retires by rotation and being eligible, offers herself for reappointment.

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	748	172255589	
E-VOTING	10	4697	
TOTAL	758	172260286	97.46

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	67	4488968	
E-VOTING	0	0	
TOTAL	67	4488968	2.54

Total Votes	825	176749254	100
-------------	-----	-----------	-----

(iii) INVALID VOTES

	Number of members voted	Number of invalid Votes cast (Shares)	% of total number of invalid votes cast
REMOTE E-VOTING	Nil	Nil	Nil
E-VOTING	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

PR Sudha


Resolution No: 5

Nature of resolution: Ordinary Resolution

Appointment of Sri T.S.Raghupathy (DIN: 00207220) as a Director, who retires by rotation and being eligible, offers himself for reappointment

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	759	175385228	
E-VOTING	10	4697	
TOTAL	769	175389925	99.23

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	55	1359453	
E-VOTING	0	0	
TOTAL	55	1359453	0.77

Total Votes	824	176749378	100
-------------	-----	-----------	-----

(iii) INVALID VOTES

	Number of members voted	Number of invalid Votes cast (Shares)	% of total number of invalid votes cast
REMOTE E-VOTING	Nil	Nil	Nil
E-VOTING	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil



Resolution No: 6

Nature of resolution: Ordinary Resolution

Reappointment of M/s. S.Viswanathan LLP, Chartered Accountants as Joint Statutory Auditors:

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	772	176741429	
E-VOTING	10	4697	
TOTAL	782	176746126	99.99

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	40	3108	
E-VOTING	0	0	
TOTAL	40	3108	0.01

Total Votes	822	176749234	100.00
-------------	-----	-----------	--------

(iii) INVALID VOTES

	Number of members voted	Number of invalid Votes cast (Shares)	% of total number of invalid votes cast
REMOTE E-VOTING	Nil	Nil	Nil
E-VOTING	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil



Resolution No: 7

Nature of resolution: Ordinary Resolution

Appointment of M/s. Brahmayya & Co., Chartered Accountants as Joint Statutory Auditors

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	771	174566844	
E-VOTING	10	4697	
TOTAL	781	174571541	98.77

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	43	2177817	
E-VOTING	0	0	
TOTAL	43	2177817	1.23

Total Votes	824	176749358	100
-------------	-----	-----------	-----

(iii) INVALID VOTES

	Number of members voted	Number of invalid Votes cast (Shares)	% of total number of invalid votes cast
REMOTE E-VOTING	Nil	Nil	Nil
E-VOTING	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil



Resolution No: 8

Nature of resolution: Ordinary Resolution

Ratification of remuneration to Sri S A Murali Prasad, Cost Auditor for the financial year 2022-23

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	768	176740878	
E-VOTING	10	4697	
TOTAL	778	176745575	99.99

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	43	3664	
E-VOTING	0	0	
TOTAL	43	3664	0.01

Total Votes	821	176749239	100.00
-------------	-----	-----------	--------

(iii) INVALID VOTES

	Number of members voted	Number of invalid Votes cast (Shares)	% of total number of invalid votes cast
REMOTE E-VOTING	Nil	Nil	Nil
E-VOTING	Nil	Nil	Nil
TOTAL	Nil	Nil	Nil

PR Sudha


The electronic data and all other relevant records relating to remote e-voting and e-voting during the AGM will be in my safe custody until the Chairman considers, approves and signs the minutes of AGM and thereafter the same will be handed over to the Company for safe keeping

Thanking You,

Yours faithfully,

PR Sudha



P R SUDHA
Practicing Company Secretary
FCS: 6046 CP No: 4468
UDIN No: F006046D001067524

For THE INDIA CEMENTS LIMITED

N. Srinivasan
N.SRINIVASAN
VICE CHAIRMAN &
MANAGING DIRECTOR
DIN: 00116726