

Scrutinizer's Report

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

To
The Chairman
India Cements Capital Limited,
Dhun Building, 827, Anna Salai,
Chennai - 600002.

Sub : Scrutinizer's Report on remote e-voting and e-voting through video conferencing ('VC') / other audio visual means ('OAVM') during the 35TH Annual General Meeting held on 27th September, 2021.

Dear Sir,

I, Sindhuja Porselvam, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of M/s. India Cements Capital Limited (the Company), having its Registered Office at 'Dhun Building', 827, Anna Salai, Chennai - 600002, for the purpose of scrutinizing the remote e-voting and e-voting through Video Conferencing (VC)/ Other Audio Visual Means (OAVM) during the 35th Annual General Meeting (e-voting during the AGM) in terms of Sections 108 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014, thereof (the Rules) as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with General Circular Nos. 14/2020, 17/2020 and 20/2020 dated 8th April, 2020, 13th April 2020 and 5th May 2020 respectively issued by the Ministry of Corporate Affairs ("MCA") on the resolutions set out in the Notice of the 35th Annual General Meeting (AGM) of the members of the company, held on Monday, the 27th day of September, 2021 at 10.00 A.M. (IST) through Video Conferencing/Other Audio Visual Means and the deemed venue of the meeting is its Registered Office situated at 'Dhun Building', 827, Anna Salai, Chennai 600 002.

- 1) The Management of the Company is responsible to ensure compliance with the requirements of the relevant provisions of (i) The Companies Act, 2013 and the Rules made thereunder; (ii) The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and (iii) Secretarial Standard-2 on General Meetings issued by the Institute of Company secretaries of India, relating to the E-voting facility provided to the members participated in the AGM through VC/OAVM and Remote E-voting.



- 2) My responsibilities as a Scrutinizer is restricted to give a report on the Votes cast "in favour" or "against" the resolutions(business), contained in the Notice dated 11th August, 2021, based on the reports generated from the remote e-voting and e-voting through VC/OAVM system during AGM as per the facility provided by CDSL.
- 3) I submit my report as under:
- a) The Company has provided the Members facility to exercise their right to vote by electronic means to transact the business detailed in the Notice through remote e-voting.
 - b) The members who had not cast their votes through remote e-voting were provided facility to cast their vote electronically during the course of AGM and till 15 minutes after completion of discussions at the AGM.
 - c) The company had appointed Central Depository Services (India) Limited ("CDSL") as the Agency for providing e-voting facility to the members participated in the AGM through VC / OAVM and who had not casted their vote earlier through remote e-voting facility.
 - d) The remote e-voting commenced on Friday, 24th September, 2021 at 9.00 a.m. (IST) and ended on Sunday, 26th September, 2021 at 5.00 p.m. (IST).
 - e) The Shareholders of the Company holding shares on the "cut-off" date i.e., 20th September, 2021 were entitled to vote on the Resolutions as set out at Item Nos. 1 to 4 in the Notice of the AGM of the Company.
 - f) Thereafter the votes were unblocked on September 27, 2021 in the presence of two witnesses, Miss. Varshini Prabhakar and Miss. A. Soundarya who are not in the employment of the Company.
 - g) I report that the result of the voting by Remote E-Voting and through E-voting during AGM through VC/OAVM, in respect of resolutions (businesses) is as under:



Resolution No: 1Nature of resolution: **ORDINARY RESOLUTION****Adoption of Audited Standalone Financial Statements for the financial year ended 31st March, 2021 and Report of Directors and Auditors thereon.**

(i) Voted in favour of the resolution:

| | Number of members voted | Number of Votes cast (Shares) | % of total number of valid votes cast |
|---------------------|-------------------------|-------------------------------|---------------------------------------|
| Remote E-Voting | 60 | 16559131 | 99.98 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 60 | 16559131 | 99.98 |

(ii) Voted against the resolution:

| | Number of members voted | Number of Votes cast (Shares) | % of total number of valid votes cast |
|---------------------|-------------------------|-------------------------------|---------------------------------------|
| Remote E-Voting | 8 | 3716 | 0.02 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 8 | 3716 | 0.02 |

| | | | |
|-----------------------------|----|----------|-----|
| Total valid votes (i) +(ii) | 68 | 16562847 | 100 |
|-----------------------------|----|----------|-----|

(iii) Abstained from Voting:

| | Number of members voted | Number of Votes abstained (Shares) | % of total number of valid votes abstained |
|---------------------|------------------------------------|---|--|
| Remote E-Voting | 1 | 1 | 0 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 1 | 1 | 0 |

(iv) Invalid Votes:

| | Number of members voted | Number of Votes abstained (Shares) | % of total number of valid votes abstained |
|---------------------|-------------------------|--|--|
| Remote E-Voting | 0 | 0 | 0 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |



Resolution No: 2**Nature of Resolution: ORDINARY RESOLUTION****Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31st March, 2021 and Report of Auditors thereon.****(i) Voted in favour of the resolution:**

| | Number of members voted | Number of Votes cast (Shares) | % of total number of valid votes cast |
|---------------------|-------------------------|-------------------------------|---------------------------------------|
| Remote E-Voting | 61 | 16559132 | 99.98 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 61 | 16559132 | 99.98 |

(ii) Voted against the resolution:

| | Number of members voted | Number of Votes cast (Shares) | % of total number of valid votes cast |
|---------------------|-------------------------|-------------------------------|---------------------------------------|
| Remote E-Voting | 8 | 3716 | 0.02 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 8 | 3716 | 0.02 |

| | | | |
|------------------------------|----|----------|-----|
| Total valid votes (i) + (ii) | 69 | 16562848 | 100 |
|------------------------------|----|----------|-----|

(iii) Abstained Votes:

| | Number of members voted | Number of Votes abstained (Shares) | % of total number of valid votes abstained |
|---------------------|-------------------------|------------------------------------|--|
| Remote E-Voting | 0 | 0 | 0 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iv) Invalid Votes:

| | Number of members voted | Number of Votes cast (Shares) | % of total number of valid votes cast |
|---------------------|-------------------------|-------------------------------|---------------------------------------|
| Remote E-Voting | 0 | 0 | 0 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |



Resolution No: 3**Nature of Resolution: ORDINARY RESOLUTION**

Appointment of Sri. V.M. Mohan (DIN 00921760), Director who retires by rotation and being eligible, offers himself for re-appointment.

(i) Voted in favour of the resolution:

| | Number of members voted | Number of Votes cast (Shares) | % of total number of valid votes cast |
|---------------------|-------------------------|-------------------------------|---------------------------------------|
| Remote E-Voting | 60 | 16559032 | 99.98 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 60 | 16559032 | 99.98 |

(ii) Voted against the resolution:

| | Number of members voted | Number of Votes cast (Shares) | % of total number of valid votes cast |
|---------------------|-------------------------|-------------------------------|---------------------------------------|
| Remote E-Voting | 9 | 3816 | 0.02 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 9 | 3816 | 0.02 |

| | | | |
|------------------------------|----|----------|-----|
| Total valid votes (i) + (ii) | 69 | 16562848 | 100 |
|------------------------------|----|----------|-----|

(iii) Abstained Votes:

| | Number of members voted | Number of Votes cast (Shares) | % of total number of valid votes cast |
|---------------------|-------------------------|-------------------------------|---------------------------------------|
| Remote E-Voting | 0 | 0 | 0 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iv) Invalid Votes:

| | Number of members voted | Number of Votes abstained (Shares) | % of total number of valid votes abstained |
|---------------------|-------------------------|------------------------------------|--|
| Remote E-Voting | 0 | 0 | 0 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |



Resolution No: 4**Nature of Resolution: ORDINARY RESOLUTION****Re-Appointment of Sri K.Suresh as Manager 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 |
|---------------------|-------------------------|-------------------------------|---------------------------------------|
| Remote E-Voting | 61 | 16559132 | 99.98 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 61 | 16559132 | 99.98 |

(ii) Voted against the resolution:

| | Number of members voted | Number of Votes cast (Shares) | % of total number of valid votes cast |
|---------------------|-------------------------|-------------------------------|---------------------------------------|
| Remote E-Voting | 8 | 3716 | 0.02 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 8 | 3716 | 0.02 |

| | | | |
|------------------------------|----|----------|-----|
| Total valid votes (i) + (ii) | 69 | 16562848 | 100 |
|------------------------------|----|----------|-----|

(iii) Abstained Votes:

| | Number of members voted | Number of Votes abstained (Shares) | % of total number of valid votes abstained |
|---------------------|-------------------------|------------------------------------|--|
| Remote E-Voting | 0 | 0 | 0 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

(iv) Invalid Votes:

| | Number of members voted | Number of Votes cast (Shares) | % of total number of valid votes cast |
|---------------------|-------------------------|-------------------------------|---------------------------------------|
| Remote E-Voting | 0 | 0 | 0 |
| E-voting during AGM | 0 | 0 | 0 |
| Total | 0 | 0 | 0 |

Thanking You,
Yours Faithfully,**SINDHUJA PORSELEM**
Practicing Company Secretary
CP No: 23622**V. MANICKAM**
Chairman
India Cements Capital LimitedPlace: Chennai
Date : 27/09/2021
UDIN : A044831C001017308