

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]

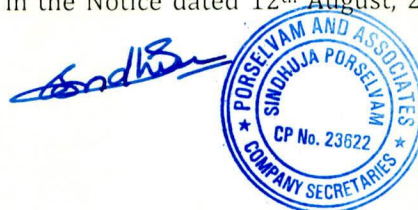
To
The Chairman
India Cements Capital Limited,
Dhun Building, 827, Anna Salai,
Chennai - 600002.

Sub : Scrutinizer's Report on remote e-voting and e-voting through video conferencing ('VC') / other audio visual means ('OAVM') during the 36th Annual General Meeting held on 29th September, 2022.

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 36th 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 circulars issued by the Ministry of Corporate Affairs ("MCA") on the resolutions set out in the Notice of the 36th Annual General Meeting (AGM) of the members of the company, held on Thursday, the 29th day of September, 2022 at 10.30 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 12th August, 2022, 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 Monday, 26th September, 2022 at 9.00 a.m. (IST) and ended on Wednesday, 28th September, 2022 at 5.00 p.m. (IST).
- e) The Shareholders of the Company holding shares on the "cut-off" date i.e., 22nd September, 2022 were entitled to vote on the Resolutions as set out at Item Nos. 1 to 8 in the Notice of the AGM of the Company.
- f) Thereafter the votes were unblocked on September 29, 2022 in the presence of two witnesses, Miss. Sri Vidhyaa and Mr. R.Vasudevan 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, 2022 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	91	16570812	99.99
E-voting during AGM	2	1010	0.01
Total	93	16571822	100

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	10	16	0.00
E-voting during AGM	0	0	0.00
Total	10	16	0.00

Total valid votes (i) + (ii)	103	16571838	100
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(iii) Abstained from Voting:

	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 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 for the year ended 31st March, 2022 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	91	16570812	99.99
E-voting during AGM	2	1010	0.01
Total	93	16571822	100

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	10	16	0.00
E-voting during AGM	0	0	0.00
Total	10	16	0.00

Total valid votes (i) +(ii)	103	16571838	100
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(iii) Abstained from Voting:

	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 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: 3Nature of Resolution: **ORDINARY RESOLUTION****Appointment of a Director in the place of Sri V.M.Mohan (DIN 00921760), 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	91	16570812	99.99
E-voting during AGM	2	1010	0.01
Total	93	16571822	100

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	10	16	0.00
E-voting during AGM	0	0	0.00
Total	10	16	0.00

Total valid votes (i) +(ii)	103	16571838	100
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(iii) Abstained from Voting:

	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 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

Reappointment of M/s. P.S.Subramania Iyer & Co., Chartered Accountants as Statutory Auditors and fixation of Remuneration

(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	91	16570812	99.99
E-voting during AGM	2	1010	0.01
Total	93	16571822	100

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	10	16	0.00
E-voting during AGM	0	0	0.00
Total	10	16	0.00

Total valid votes (i) + (ii)	103	16571838	100
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(iii) Abstained from Voting:

	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 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: 5

Nature of Resolution: ORDINARY RESOLUTION

Appointment of Sri V.Manickam (DIN 00179715) as a Director of the Company, subject to retirement by rotation

(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	91	16570812	99.99
E-voting during AGM	2	1010	0.01
Total	93	16571822	100

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	10	16	0.00
E-voting during AGM	0	0	0.00
Total	10	16	0.00

Total valid votes (i) +(ii)	103	16571838	100
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(iii) Abstained from Voting:

	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 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: 6

Nature of Resolution: SPECIAL RESOLUTION

Appointment of Smt. Sandhya Rajan (DIN 08195886) as an Independent Director 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	91	16570812	99.99
E-voting during AGM	2	1010	0.01
Total	93	16571822	100

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	10	16	0.00
E-voting during AGM	0	0	0.00
Total	10	16	0.00

Total valid votes (i) +(ii)	103	16571838	100
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(iii) Abstained from Voting:

	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 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: 7

Nature of Resolution: SPECIAL RESOLUTION

Alteration of Articles of Association 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	91	16570812	99.99
E-voting during AGM	2	1010	0.01
Total	93	16571822	100

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	10	16	0.00
E-voting during AGM	0	0	0.00
Total	10	16	0.00

Total valid votes (i) + (ii)	103	16571838	100
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(iii) Abstained from Voting:

	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 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

[Handwritten Signature]



Resolution No:8

Nature of Resolution: ORDINARY RESOLUTION

Reappointment 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	91	16570812	99.99
E-voting during AGM	2	1010	0.01
Total	93	16571822	100

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
Remote E-Voting	10	16	0.00
E-voting during AGM	0	0	0.00
Total	10	16	0.00

Total valid votes (i) +(ii)	103	16571838	100
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(iii) Abstained from Voting:

	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 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

Thanking You,
Yours Faithfully,

For Porselvam and Associates



SINDHUJA PORSELVAM
Practicing Company Secretary
CP No: 23622
Place: Chennai
Date: 30/09/2022
UDIN: A044831D001089633



V.M. MOHAN
Chairman
M/s. India Cements Capital Limited
DIN: 00921760