



India Cements Capital Ltd

Regd. & Corp. Office : Dhun Building,

827, Anna Salai, Chennai - 600 002.

T 2857 2600 / 2841 4503 F 2841 4583 www.iccaps.com

Corporate Identity No. : L65191TN1985PLC012362

ICCL/

September 16, 2017

Bombay Stock Exchange Limited
Department of Corporate Services
1st Floor, New Trading Ring, Rotunda Building
Phiroze Jeejeebhoy Towers
Dalal Street, Fort
Mumbai - 400 001.

SCRIP CODE : 511355

Dear Sir,

Sub.: Annual General Meeting -Scrutiniser's Report

In continuation to our letter dated 16.09.2017, we enclose the Scrutiniser's Report dated 15.09.2017 for the AGM held on 15.09.2017 duly signed by Mr.G.Porselvam, Practising Company Secretary and Chairman of the Company.

Thanking you,

Yours faithfully,
for **India Cements Capital Limited**

Company Secretary

Encl.:As stated

G. PORSELVAM, ACA., AICWA., ACS., LLB.,
Company Secretary in Practice

Off : 2814 2945, 2814 2955
Mobile : 98410 16465
E-mail : gporselvam@gmail.com
Ser.Tax Code : AAXPP6495RSD001

LPF Building, II Floor, 25,(10) Thiyagaraja Street, Off. North Usman Road, T. Nagar, Chennai - 600 017.

Scrutinizer's Report

[Pursuant to Sections 108 and 109 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.

Dear Sir,

Sub: Annual General Meeting held on 15th September 2017

- 1) I, G.Porselvam, Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors of India Cements Capital 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 voting through Ballot Paper at the Annual General Meeting in terms of Sections 108 and 109 of the Companies Act, 2013 (the Act) read with the Companies (Management and Administration) Rules, 2014 (the Rules) on the resolutions contained in the Notice of the 31st Annual General Meeting (AGM) of the members of the company, held on Friday, the 15th day of September, 2017 at 10.00 A.M. at Sathguru Gnanananda Hall (Narada Gana Sabha) (Mini Hall), No. 314, T.T.K. Road, Chennai 600 018.
- 2) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made there



under relating to remote e-voting and poll on the resolutions contained in the Notice of the AGM of the Company.

- 3) My responsibility as Scrutinizer for the e-voting process and for the Poll at the AGM is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports downloaded from the e-voting system provided by CDSL for e-voting and the Polling Papers received on the Poll conducted at the AGM.
- 4) I submit my report as under:
 - a) The Company has provided the Members facility to exercise their right to vote at the AGM by electronic means to transact the business detailed in the Notice through remote e-voting services provided by Central Depository Services (India) Limited (CDSL) for conducting remote e-voting by the Shareholders of the Company.
 - b) The Shareholders of the Company holding shares on the "cut-off" date i.e., 8th September, 2017 were entitled to vote on the Resolutions as set out at Item Nos. 1 to 5 in the Notice of the AGM of the Company.
 - c) The voting period for e-voting commenced on Tuesday, 12th September, 2017 at 9.00 a.m. and ended on Thursday, 14th September, 2017 at 5.00 p.m. and thereafter, the CDSL e-voting platform was blocked.
 - d) Thereafter, I have unblocked the votes cast under e-voting facility in the presence of two witnesses, Mr.S. S. Raveen kumar and Mr. R. Vasudeven who are not in the employment of the Company.
 - e) After conclusion of the Polling at the AGM of the Company held on 15th September, 2017, I have opened the locked Polling Box in the presence of two witnesses, Mr. S. S. Raveen Kumar and Mr. R. Vasudevan who are not in the employment of the Company. The Polling Papers were reconciled with the records maintained by the Company and the Registrar and Transfer Agent of the Company and the authorizations / proxies lodged with the Company. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. On the conclusion of the Annual



General Meeting, the full details of votes cast through remote e-voting were made available to me by the CDSL.

- f) I have scrutinized and reviewed the voting through electronic means based on the data downloaded from the CDSL e-voting system and on Poll based on the Polling Papers received at the AGM.
- g) I report that the result of the voting through electronic means and on poll in respect of the said Resolutions is as under:

Resolution No: 1

Nature of resolution: Ordinary Resolution

Adoption of audited accounts for the year ended on 31st March, 2017.

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	41	16475864	99.732
Poll	6	44342	0.268
Total	47	16520206	100.000

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Total valid votes(i) + (ii)	47	16520206	100.000
--------------------------------	----	----------	---------

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0



Poll	0	0	0
Total	0	0	0

Resolution No: 2

Nature of Resolution: Ordinary Resolution

Adoption of consolidated audited accounts for the year ended on 31st March, 2017.

(i) Voted in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	41	16475864	99.732
Poll	6	44342	0.268
Total	47	16520206	100.000

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Total valid votes(i) + (ii)	47	16520206	100.000
--------------------------------	----	----------	---------

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Resolution No: 3

Nature of Resolution: Ordinary Resolution

Re-Appointment of Mr. V.M. Mohan as director liable to retire 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
E-Voting	40	16474864	99.726
Poll	6	44342	0.268
Total	46	16519206	99.994

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	1000	0.006
Poll	0	0	0
Total	1	1000	0.006

Total valid votes(i) + (ii)	47	16520206	100.00
--------------------------------	----	----------	--------

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Resolution No: 4

Nature of Resolution: Ordinary Resolution

Appointment of M/s. P. S. Subramania Iyer & Co, Chartered Accountants, Chennai as Auditors 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
--	-------------------------	-------------------------------	---------------------------------------



E-Voting	41	16475864	99.732
Poll	6	44342	0.268
Total	47	16520206	100.000

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Total valid votes(i) + (ii)	47	16520206	100.000
--------------------------------	----	----------	---------

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Resolution No: 5

Nature of Resolution: Ordinary Resolution

Appointment of Ms. E. Jayashree as Director, liable to retire 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
E-Voting	41	16475864	99.732
Poll	6	44342	0.268
Total	47	16520206	100.000



(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Total valid votes(i) + (ii)	47	16520206	100.000
--------------------------------	----	----------	---------

(iii) Invalid Votes:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	0	0	0
Poll	0	0	0
Total	0	0	0

Thanking You,
Yours Faithfully,



G.Porselvam

Practicing Company Secretary

ACS: 9322 CP No: 3187



N. R. KRISHNAN

CHAIRMAN

India Cements Capital Limited

Place: Chennai

Date: 15/09/2017