



India Cements Capital Limited

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/

22nd September, 2018

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

SCRIP CODE : 511355

Dear Sirs,

Sub : Annual General Meeting - Scrutinizer's Report

In continuation to our letter dated 22.09.2018, we enclose the Scrutinizer's Report dated 22.09.2018 for the AGM held on 22.09.2018 duly signed by Mr.G.Porselvam, Practising Company Secretary and the Chairman of the Company.

Kindly acknowledge receipt.

Thanking you,

Yours faithfully,

for **INDIA CEMENTS CAPITAL LIMITED**

F. Jayal

COMPANY SECRETARY

Encl: As above.

LPF Building, II Floor, 25,(10) Thiyagaraja Street, 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 22nd September 2018

- 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 32nd Annual General Meeting (AGM) of the members of the company, held on Saturday, the 22nd day of September, 2018 at 11.00 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 thereunder 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 items of 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., 15th September, 2018 were entitled to vote on the Resolutions as set out at Item Nos. 1 to 3 in the Notice of the AGM of the Company.
- c) The voting period for e-voting commenced on Wednesday, 19th September, 2018 at 9.00 a.m. and ended on Friday, 21st September, 2018 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, Mrs. S. Bargavi 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 22nd September, 2018, I have opened the locked Polling Box in the presence of two witnesses, Mr. S. S. Raveen Kumar and Mr. P. Ashish 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 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 Standalone audited accounts for the year ended on 31st March, 2018.**

(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	47	16509552	99.9922
Poll	10	1035	0.0063
Total	57	16510587	99.9985

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	250	0.0015
Poll	0	0	0
Total	1	250	0.0015

Total valid votes(i) + (ii)	58	16510837	100
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(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, 2018.**

(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	47	16509552	99.9922
Poll	10	1035	0.0063
Total	57	16510587	99.9985



(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	250	0.0015
Poll	0	0	0
Total	1	250	0.0015

Total valid votes(i) + (ii)	58	16510837	100
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(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	47	16509552	99.9922
Poll	10	1035	0.0063
Total	57	16510587	99.9985

(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-Voting	1	250	0.0015
Poll	0	0	0
Total	1	250	0.0015

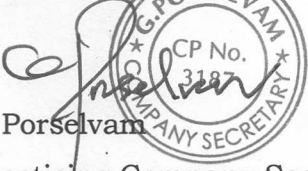
Total valid votes(i) + (ii)	58	16510837	100
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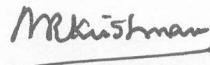

G. PORSELVAM
CP No. 3187
ANY SECRETARY

(iii) Invalid Votes:

	Number of members voted	of	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: 22/09/2018