

28.09.2020

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 74th Annual General Meeting (AGM) of The India Cements Limited (the Company) held on Monday, the 28th September, 2020 at 9.30 A.M. (IST) 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', 327, Anna Salai, Chennai - 600 002, for the purpose of scrutinizing the remote e-voting and e-voting during the 74th Annual General Meeting (AGM) held at 9.30 A.M.(IST) on Monday, the 28th September, 2020 through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), 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 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 74th AGM of the Members of the Company.

- 1) The Management of the Company is responsible to ensure the 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 74th 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 74th AGM which are detailed below, based on the reports generated from the e-voting system provided by National Securities Depository Limited (NSDL).

3) I submit my report as under:

- a) The Company had sent Notice of AGM dated 10.08.2020 through electronic mode to those Members whose email addresses are registered with the Company / Depository Participants, in compliance with Circular No.20/2020 dated 5th May, 2020 read with Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated 13th April, 2020 issued by Ministry of Corporate Affairs (MCA Circulars) and SEBI Circular dated May 12, 2020.
- b) Pursuant to the MCA Circulars, a Public Notice by way of an advertisement was published in Business Standard and Business Line (English newspapers) and Dinamani (vernacular language newspaper) on 05.09.2020 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 05.05.2020, 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 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 74th 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., 21st September 2020, were entitled to vote on the Resolutions as set out at Items No. 1 to 8 in the Notice of the 74th AGM of the Company.
- e) The remote e-Voting period commenced on 24.09.2020 (9.00 A.M. IST) and ended on 27.09.2020 (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 closure of e-voting during the AGM through VC/OAVM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of National Securities Depository Limited (NSDL) on Monday, 28th September 2020 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 reports generated by / data downloaded from NSDL e-voting system, are as under

PR Sudha



Resolution No: 1:

Nature of resolution: Ordinary Resolution

Adoption of Audited Standalone Financial Statements of the Company for the financial year ended 31.03.2020

(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	496	170039059	
E-VOTING	6	40032	
TOTAL	502	170079091	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	21	3642	
E-VOTING	0	0	
TOTAL	21	3642	0.01

Total Votes	523	170082733	100
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(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: 2:**Nature of resolution: Ordinary Resolution****Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended 31.03.2020****VOTED FOR THE RESOLUTION**

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	495	170039081	
E-VOTING	6	40032	
TOTAL	501	170079113	99.99

VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	20	3617	
E-VOTING	0	0	
TOTAL	20	3617	0.01

Total Votes	521	170082730	100
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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: 3:**Nature of resolution: Ordinary Resolution****Declaration of dividend on equity shares for the financial year ended 31.03.2020****VOTED FOR THE RESOLUTION**

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	501	172734410	
E-VOTING	6	40032	
TOTAL	507	172774442	99.99

VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	20	3577	
E-VOTING	0	0	
TOTAL	20	3577	0.01

Total Votes	527	172778019	100
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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: 4:

Nature of resolution: Ordinary Resolution

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

VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	483	172718329	
E-VOTING	6	40032	
TOTAL	489	172758361	99.99

VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	36	9641	
E-VOTING	0	0	
TOTAL	36	9641	0.01

Total Votes	525	172768002	100
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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: 5:**Nature of resolution: Ordinary Resolution****Appointment of Smt. Nalini Murari Ratnam (DIN: 07884044) as a Director of the Company, liable to retire by rotation****VOTED FOR THE RESOLUTION**

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	487	172717807	
E-VOTING	6	40032	
TOTAL	493	172757839	99.99

VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	32	10178	
E-VOTING	0	0	
TOTAL	32	10178	0.01

Total Votes	525	172768017	100
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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: 6:

Nature of resolution: Ordinary Resolution

Appointment of Sri Krishna Prasad Nair (DIN: 02611496) as an Independent Director of the company.

VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	486	172717707	
E-VOTING	6	40032	
TOTAL	492	172757739	99.99

VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	33	10353	
E-VOTING	0	0	
TOTAL	33	10353	0.01

Total Votes	525	172768092	100
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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****Reappointment of Smt. Rupa Gurunath (DIN: 01711965) as Wholetime director of the company.****VOTED FOR THE RESOLUTION**

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	446	163272188	
E-VOTING	6	40032	
TOTAL	452	163312220	94.53

VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	73	9455778	
E-VOTING	0	0	
TOTAL	73	9455778	5.47

Total Votes	525	172767998	100
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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 payable to Cost Auditor of the Company

VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	493	172723973	
E-VOTING	6	40032	
TOTAL	499	172764005	99.99

VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
REMOTE E-VOTING	25	4146	
E-VOTING	0	0	
TOTAL	25	4146	0.01

Total Votes	524	172768151	100
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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

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: F006046B000794647

For THE INDIA CEMENTS LIMITED.

N. Srinivasan

N.SRINIVASAN
VICE CHAIRMAN &
MANAGING DIRECTOR