

13.09.2019

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: Resolutions passed through remote e-voting and by Ballot / Polling Paper at the Annual General Meeting held on 12.09.2019 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of the Securities and Exchange Board of India (SEBI) (Listing Obligations and Disclosure Requirements) Regulations 2015 – Reg.

- 1) I, P.R.Sudha, a Company Secretary in Practice, have been appointed as Scrutinizer by the Board of Directors and Mr. S Sivaguru (DP ID: IN301080 Client ID: 22001625), Member has been appointed by the Chairman of the 73rd Annual General Meeting (AGM) of The India Cements Limited (the Company), having its Registered Office at 'Dhun Building', 827, Anna Salai, Chennai - 600 002, for the purpose of scrutinizing the e-voting and voting at the AGM in terms of Section 108 of the Companies Act, 2013 (the Act) read with 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 on the Resolutions set out in the Notice of the 73rd AGM of the Company; held on Thursday, the 12th September 2019 at 3.30 P.M. at Sathguru Gnanananda Hall, (Narada Gana Sabha), No.314, TTK Road, Alwarpet, Chennai – 600 018.
- 2) 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 e-voting and voting at the AGM on the resolutions set out in the Notice of the 73rd AGM of the Company.



- PR Sudha
- PR. SUDHA
FCS 6046
CP 4468
COMPANY SECRETARY

Resolution No: 1:

Nature of resolution: Ordinary Resolution

Adoption of Standalone Audited Financial Statements for the year ended 31.03.2019

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	337	19,04,63,117	
POLL	41	11,412	
TOTAL	378	19,04,74,529	99.99

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	12	210	
POLL	1	107	
TOTAL	13	317	0.01

Total Votes	391	19,04,74,846	100.00
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(iii) Invalid Votes:

	Number of members voted	Number of invalid Votes cast (Shares)	% of number of invalid votes cast
E-Voting	NIL	NIL	NIL
Poll	NIL	NIL	NIL
Total	NIL	NIL	NIL



Resolution No: 2:

Nature of resolution: Ordinary Resolution

Adoption of Consolidated Audited Financial Statements for the year ended 31.03.2019

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	338	19,04,59,903	
POLL	40	11,302	
TOTAL	378	19,04,71,205	99.99

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	12	4,209	
POLL	3	219	
TOTAL	15	4,428	0.01

Total Votes	393	19,04,75,633	100.00
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(iii) Invalid Votes:

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



Resolution No: 3:

Nature of resolution: Ordinary Resolution

Declaration of dividend on equity shares for the year ended 31.03.2019

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	347	20,43,27,016	
POLL	42	11,414	
TOTAL	389	20,43,38,430	99.99

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	9	113	
POLL	1	107	
TOTAL	10	220	0.01

Total Votes	399	20,43,38,650	100.00
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(iii) Invalid Votes:

	Number members voted	Number of invalid Votes cast (Shares)	% of number of invalid votes cast	total of votes
E-Voting	NIL	NIL		NIL
Poll	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 being eligible, offers herself for reappointment.

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	327	20,43,18,727	
POLL	40	11,285	
TOTAL	367	20,43,30,012	99.99

(ii) VOTED AGAINST THE RESOLUTION

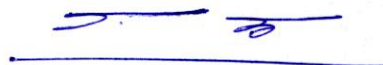
	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	28	8,392	
POLL	2	234	
TOTAL	30	8,626	0.01

Total Votes	397	20,43,38,638	100.00
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(iii) Invalid Votes:

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





Resolution No: 5:

Nature of resolution: Ordinary Resolution

Appointment of Sri V. Venkatakrishnan (DIN 08067933) as a Director of the Company, liable to retire by rotation

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	328	20,42,53,721	
POLL	40	11,177	
TOTAL	368	20,42,64,898	99.99

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	26	7,745	
POLL	3	344	
TOTAL	29	8,089	0.01

Total Votes	397	20,42,72,987	100.00
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(iii) Invalid Votes:

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



Resolution No: 6:

Nature of resolution: Special Resolution

Re-appointment of Sri V. Ranganathan (DIN 00550121) as an Independent Director of the company.

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	329	20,42,53,742	
POLL	40	11,285	
TOTAL	369	20,42,65,027	99.99

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	25	7,724	
POLL	3	236	
TOTAL	28	7,960	0.01

Total Votes	397	20,42,72,987	100.00
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(iii) Invalid Votes:

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



[Signature]

Resolution No: 7:

Nature of resolution: Special Resolution

Alteration of Articles of Association of the Company.

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	264	18,23,64,777	
POLL	37	10,496	
TOTAL	301	18,23,75,273	89.25

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	86	2,19,61,776	
POLL	2	908	
TOTAL	88	2,19,62,684	10.75

Total Votes	389	20,43,37,957	100.00
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(iii) Invalid Votes:

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



Resolution No: 8:

Nature of resolution: Ordinary Resolution

Ratification of remuneration to Cost Auditor of the Company

(i) VOTED FOR THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	334	20,43,19,982	
POLL	40	11,285	
TOTAL	374	20,43,31,267	99.99

(ii) VOTED AGAINST THE RESOLUTION

	Number of members voted	Number of valid Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	19	6,097	
POLL	3	236	
TOTAL	22	6,333	0.01

Total Votes	396	20,43,37,600	100.00
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(iv) Invalid Votes:

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



[Signature]

In terms of Rule 20 of the Rules, the register and all other papers and relevant records relating to e-voting and poll are in my safe custody and shall hand over the same to Mr. S. Sridharan, Company Secretary of the Company for safe keeping after the Chairman considers, approves and signs the minutes of the AGM.

Thanking You,

Yours faithfully,

PR Sudha



P R SUDHA
Practicing Company Secretary
FCS: 6046 CP No: 4468

S Sivaguru

S SIVAGURU
MEMBER SCRUTINIZER
APPOINTED BY AGM CHAIRMAN
DP ID: IN301080 Client ID: 22001625

For THE INDIA CEMENTS LIMITED

N. Srinivasan

N. SRINIVASAN
VICE CHAIRMAN &
MANAGING DIRECTOR