

05.09.2017

Scrutinizer's Report - Combined

[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 Vice Chairman & 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

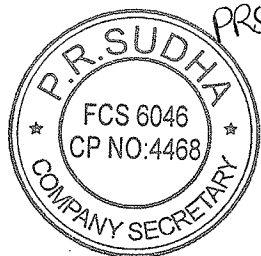
Dear Sir,

Sub: Resolutions passed through remote e-voting and by Ballot at the Annual General Meeting held on 04.09.2017 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended by Companies (Management and Administration) Amendment Rules 2015 and Regulation 44 of 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.R.Narasimhan has been appointed by the Chairman of the 71st 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 Poll process 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), as amended and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 on the Resolutions contained in the Notice of the 71st AGM of the Members of the Company, held on Monday, the 4th September 2017 at 1.30 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 Rules made thereunder relating to e-voting and poll on the resolutions contained in the Notice of the 71st AGM of the Members of the Company.



- 3) Our responsibility as Scrutinizers 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 stated above, based on the reports generated from the e-voting system provided by NSDL for e-voting and the Polling Papers received on the Poll conducted at the AGM.
- 4) We submit our 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 dated 28.07.2017 through e-voting services provided by National Securities Depository Limited (NSDL) for remote e-voting by the Shareholders of the Company.
 - b) The Shareholders of the Company holding shares as on the "cut-off" date i.e., 28th August 2017, were entitled to vote on the Resolutions as set out at Item Nos. 1 to 10 in the Notice of the 71st AGM of the Company.
 - c) The e-voting period commenced on Thursday, the 31st August 2017 at 9.00 a.m. and ended on Sunday, the 03rd September 2017 at 5.00 p.m.
 - d) 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 voted) have been downloaded from the portal of NSDL as a Scrutinizer to ensure that Members who have cast their votes through remote e-Voting do not vote again at the AGM.
 - e) At the Venue of the AGM the facility of Poll /Ballot Paper has been provided to the Members, who have not voted through remote e-voting, to exercise their right to vote on the resolutions included in the Notice of the 71st AGM.
 - f) Two empty Ballot Boxes were locked in the presence of all and placed in the meeting Venue. Members and Proxies have cast their vote through Poll / Ballot Paper by depositing the duly filled and signed Poll / Ballot Papers in the Ballot Boxes.
 - g) After conclusion of the Polling at the AGM of the Company held on 04th September 2017, I opened the locked Polling Boxes in the presence of two witnesses, Ms M K Sangeetha and Mr Murali Devaraj, 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 and the details provided by NSDL vide para 'd' above.
 - h) The poll paper received from a shareholder who has already voted electronically was not considered. Two poll papers have been rejected on the grounds that one shareholder has not indicated his vote on his ballot paper and the other person was not a shareholder as of the cut-off date.
 - i) Thereafter, on 04th September 2017, after the AGM was over, I have unblocked the votes cast under remote e-voting facility in the presence of two witnesses, Ms. M.K. Sangeetha and Mr Murali Devaraj, who are not in the employment of the Company.



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- j) The voting through electronic means based on the data downloaded from the NSDL e-voting system and on Poll based on the Polling / Ballot Papers received at the AGM were scrutinized and reviewed.
- k) The results of the voting through electronic means and on poll in respect of the said Resolutions are as under:

Resolution No: 1:

Nature of resolution: Ordinary Resolution

Adoption of Standalone Audited Accounts for the year ended 31.03.2017

(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	406	212932330	
POLL	58	26228	
TOTAL	464	212958558	99.9987

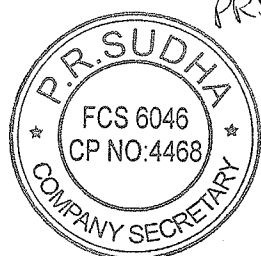
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	6	2729	
POLL	1	100	
TOTAL	7	2829	0.0013

Total Votes	471	212961387	100.00
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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	
Poll	0	0	
Total	0	0	0



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Resolution No: 2:

Nature of resolution: Ordinary Resolution

Adoption of Consolidated Audited Accounts for the year ended 31.03.2017

(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	407	212932945	
POLL	56	25994	
TOTAL	463	212958939	99.9989

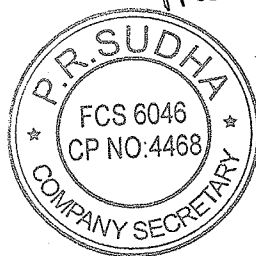
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	4	2029	
POLL	3	334	
TOTAL	7	2363	0.0011

Total Votes	470	212961302	100.00
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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	
Poll	0	0	
Total	0	0	0



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Resolution No: 3:

Nature of resolution: Ordinary Resolution

Declaration of dividend on equity shares for the year ended 31.03.2017

(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	418	219590033	
POLL	58	26228	
TOTAL	476	219616261	99.9991

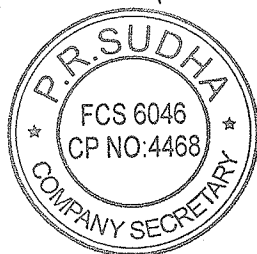
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	3	1919	
POLL	1	100	
TOTAL	4	2019	0.0009

Total Votes	480	219618280	100.00
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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	
Poll	0	0	
Total	0	0	0



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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 in favour of the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	389	219582831	
POLL	56	25994	
TOTAL	445	219608825	99.9966

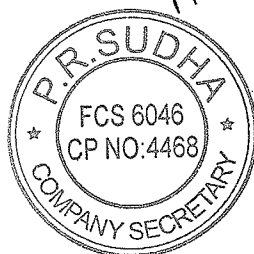
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	25	7183	
POLL	3	334	
TOTAL	28	7517	0.0034

Total Votes	473	219616342	100.00
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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	
Poll	0	0	
Total	0	0	0



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Resolution No: 5:

Nature of resolution: Ordinary Resolution

Appointment of 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
E-VOTING	396	215439811	
POLL	58	26228	
TOTAL	454	215466039	98.15

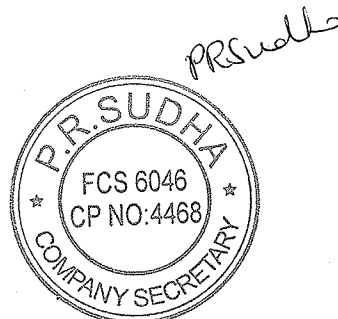
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	17	4062073	
POLL	1	100	
TOTAL	18	4062173	1.85

Total Votes	472	219528212	100.00
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(iii) Invalid Votes:

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



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Resolution No: 6:

Nature of resolution: Ordinary Resolution

Appointment of Shri. M.R. Kumar (DIN 03628755) as a Director of the Company, 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	393	219585075	
POLL	58	26228	
TOTAL	451	219611303	99.9978

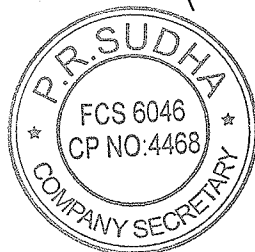
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	22	4839	
POLL	1	100	
TOTAL	23	4939	0.0022

Total Votes	474	219616242	100.00
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(iii) Invalid Votes:

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



Resolution No: 7:

Nature of resolution: Ordinary Resolution

Appointment of Sri K.Balakrishnan (DIN:00034031) 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
E-VOTING	399	219585113	
POLL	58	26228	
TOTAL	457	219611341	99.9976

(ii) Voted against the resolution:

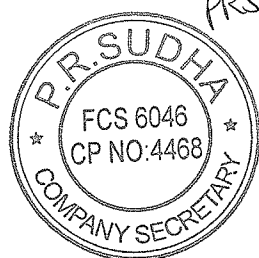
	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	16	5201	
POLL	1	100	
TOTAL	17	5301	0.0024

Total Votes	474	219616642	100.00
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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	
Poll	0	0	
Total	0	0	0

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K. Balakrishnan

Resolution No: 8:

Nature of resolution: Ordinary Resolution

Appointment of Sri V.Ranganathan (DIN: 00550121) 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
E-VOTING	396	219586175	
POLL	58	26228	
TOTAL	454	219612403	99.9981

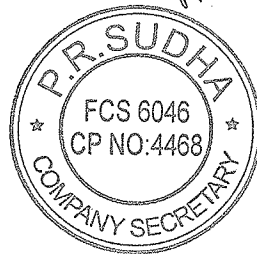
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	18	4149	
POLL	1	100	
TOTAL	19	4249	0.0019

Total Votes	473	219616652	100.00
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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	
Poll	0	0	
Total	0	0	0



Prudhas

Resolution No: 9:

Nature of resolution: Special Resolution

Issue of Non-convertible Debentures / Bonds and other Securities for an aggregate amount not exceeding Rs.2000 crores

(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	403	219587609	
POLL	55	25989	
TOTAL	458	219613598	99.9984

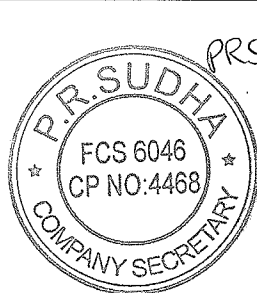
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	12	3220	
POLL	4	339	
TOTAL	16	3559	0.0016

Total Votes	474	219617157	100.00
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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	
Poll	0	0	
Total	0	0	0



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Resolution No: 10:

Nature of resolution: Ordinary Resolution

Ratification of remuneration to Cost Auditor 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	393	219583988	
POLL	56	26091	
TOTAL	449	219610079	99.9969

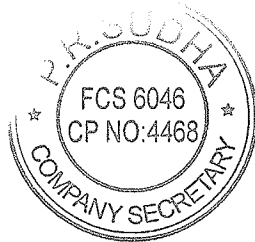
(ii) Voted against the resolution:

	Number of members voted	Number of Votes cast (Shares)	% of total number of valid votes cast
E-VOTING	22	6466	
POLL	3	237	
TOTAL	25	6703	0.0031

Total Votes	474	219616782	100.00
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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	
Poll	0	0	
Total	0	0	0



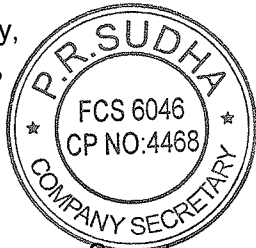
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In terms of Rule 20 of the Rules, the register and all other papers and relevant records relating to e-voting and poll will be handed over to Mr. S. Sridharan, Company Secretary of the Company for safe keeping after the Chairman approves the minutes of the AGM.

Thanking You,

Yours faithfully,

PR Sudha



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

R. Narasimhan

R. NARASIMHAN - Folio No: N1568
MEMBER SCRUTINIZER
APPOINTED BY AGM CHAIRMAN

For THE INDIA CEMENTS LIMITED

N. Srinivasan

N. SRINIVASAN
VICE CHAIRMAN &
MANAGING DIRECTOR