



**JVS & ASSOCIATES**  
COMPANY SECRETARIES

Flat No. 588, Pocket No. 4

Sector – 11, Dwarka

New Delhi – 110075

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legal2015js@gmail.com

### Scrutinizer(s) Report

[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 and 21 of the Companies (Management and Administration) Rules, 2014]

To,  
The Chairman  
of the Twenty Fourth Annual General Meeting of  
RCL Cements Limited  
3<sup>rd</sup> and 4<sup>th</sup> Floor, Anil Plaza II,  
ABC, GS. Road, Guwahati-781005, Assam

Dear Sir,

I, Jyoti Sharma, proprietor of M/s JVS & Associates, Company Secretaries, having office at Flat No. 588, Pocket No. 4, Sector 11, Dwarka, New Delhi-110075, was appointed by the Board of Directors of **RCL CEMENTS LIMITED** ("the Company") as the Scrutinizer for the purpose of scrutinizing the remote electronic voting under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2016 & and e-voting by poll process under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, at e-AGM, at the platform provided by National Securities Depository Limited (NSDL) at <https://www.evoting.nsdl.com>, on the resolutions contained in the Notice calling the Twenty Fourth Annual General Meeting ("AGM") of the Members of the Company, held on Friday, the 07<sup>th</sup> July, 2023 at 11:00 A.M. through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to e-voting on the resolutions proposed in the Notice calling the Twenty Fourth AGM of the Company is the responsibility of the management. My responsibility as a Scrutinizer is to ensure that the e-voting process is conducted in a fair and transparent manner and to scrutinize the votes cast by members through remote e-voting and e-voting by the participants / members of the Company who had attended the e-AGM through Video Conferencing (VC) or



Other Audio Visual Mean (OAVM) and voted there at, and to render Scrutinizer's Report to the Chairman on the result of e-voting on the resolutions based on the reports generated from the electronic voting system provided by the National Securities Depository Limited (NSDL).

1. The Company has engaged National Securities Depository Limited (NSDL) to provide e-voting facilities for voting through electronic means to all the Members who were eligible to participate, vote and attend e-AGM.
  2. The cut-off date for the purpose of identifying the Members who were entitled to vote on the resolutions placed for their approval was Friday, the 30<sup>th</sup> day of June, 2023.
  3. The remote e-voting facility was provided to the members from 04<sup>th</sup> July, 2023 (09:00 A.M.) till 06<sup>th</sup> July, 2023 (05:00 P.M.) and on the date of e-AGM for the 15 minutes to the shareholders who had not casted their vote earlier after the conclusion of the proceedings of e-AGM, i.e. from 11:15 A.M. till 11:24 A.M.
  4. Pursuant to Article 46(c) of the Articles of Association of the Company, the parent Company, i.e., Vinay Cement Limited (member) has appointed two representatives: 1 from Dalmia Group (exercising 76% votes) and 1 from BW Group (exercising 24% votes).
  5. Since the representative of BW Group was not able to e-vote, as e-voting facility can be used only once against one folio/DP, he communicated dissent of BW Group on 20.25% holding vide his e-mail dated 07<sup>th</sup> July 2023.
- I. The result of the e-voting is as under:
1. **Ordinary Resolution to consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2023 and the Report(s) of the Directors' and the Auditor thereon – Votes in favor 76%, Votes against are 20.25% and Abstain from Voting are 3.75%.**
  2. **Ordinary Resolution to consider and appoint a Director in place of Shri Dharmender Tuteja (DIN 02684569), who retires by rotation and being eligible, offers himself for re-appointment – Votes in favor 76%, Votes against are 20.25% and Abstain from Voting are 3.75%.**



3. Ordinary Resolution to consider and approve change in designation of Shri Rajiv Kumar Choubey (DIN- 08211030) from Additional Director to Director of the Company with effect from April 01, 2023. - Votes in favor 76%, Votes against are 20.25% and Abstain from Voting are 3.75%.

The details of the above mentioned result have been given in **Annexure I**.

For JVS & Associates  
Company Secretaries

JYOTI  
SHARMA

Digitally signed by  
JYOTI SHARMA  
Date: 2023.07.07  
15:46:47 +05'30'

(Jyoti Sharma)  
C.P. No . 10196  
M. No. F8843  
UDIN : F008843E000566281



Countersigned

RAJIV  
KUMAR  
CHOUBEY

Digitally signed  
by RAJIV KUMAR  
CHOUBEY  
Date: 2023.07.07  
15:47:44 +05'30'

Rajiv Kumar Choubey  
Chairman

Place: New Delhi  
Date: 07<sup>th</sup> July, 2023

We the undersigned, witness that the votes were unblocked from the e-voting website of National Securities Depository Limited (NSDL) (<https://www.evoting.nsdl.com>) in our presence.

Ms. Manju Kumari  
A-19, Vikas Vihar Kakrola  
New Delhi - 110075

Manju

Mr. Ayush Singhal  
B1/28 Rajapuri,  
Gali no. 5, Uttam Nagar  
New Delhi-110059

Ayush Singhal

Date of AGM - 07<sup>th</sup> July, 2023

Total No. of Shareholders as on record date- 7

Total No. of members who attended e-AGM- 7

1. Item No. 1- Details of the e-voting result in respect of Ordinary Resolution passed to consider and adopt the audited Financial Statements of the Company for the financial year ended March 31, 2023 and the Report(s) of the Directors' and the Auditor thereon:

Mode of Voting: e-voting

Particulars	Number of Members Voting through		Number of Votes cast through		Total in Percentage
	e-voting	Total	e-voting	Total	
Assent	7	7	2761376	2761376	76
Dissent	1	1	735687	735687	20.25
Abstain from Voting	1	1	136137	136137	3.75
Invalid Votes	0	0	0	0	0
Total	9	9	3633200	3633200	100

2. Item No. 2- Details of the e-voting result in respect of Ordinary Resolution passed to consider and appoint a Director in place of Shri Dharmender Tuteja (DIN 02684569), who retires by rotation and being eligible , offers himself for re-appointment:

Mode of Voting: e-voting

Particulars	Number of Members Voting through		Number of Votes cast through		Total in Percentage
	e-voting	Total	e-voting	Total	
Assent	7	7	2761376	2761376	76
Dissent	1	1	735687	735687	20.25
Abstain from Voting	1	1	136137	136137	3.75
Invalid Votes	0	0	0	0	0
Total	9	9	3633200	3633200	100



3. **Item No. 3- Details of the e-voting result in respect of Ordinary Resolution passed to consider and approve change in designation of Shri Rajiv Kumar Choubey (DIN 08211030) from additional Director to Director of the Company with effect from April 01, 2023:**

**Mode of Voting: e-voting**

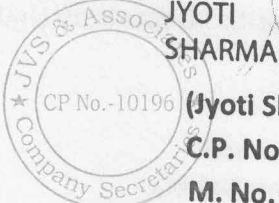
Particulars	Number of Members Voting through		Number of Votes cast through		Total in Percentage
	e-voting	Total	e-voting	Total	
Assent	7	7	2761376	2761376	76
Dissent	1	1	735687	735687	20.25
Abstain from Voting	1	1	136137	136137	3.75
Invalid Votes	0	0	0	0	0
Total	9	9	3633200	3633200	100

*Note: As per Articles of Association, two representatives on behalf of the parent company attended the AGM but since one representative having attended the AGM did not vote as per his entitlement under the Articles of Association, he has also been considered under "Abstain from Voting" to the extent not voted.*

**RECOMMENDATION:** Item No 1-3 specified in the Notice of Twenty Fourth AGM have been passed with majority. You may accordingly declare the result of the e-voting.

Place: New Delhi  
Date: 07<sup>th</sup> July, 2023

**For JVS & Associates  
Company Secretaries**


 Digitally signed  
by JYOTI SHARMA  
Date: 2023.07.07  
15:47:07 +05'30'  
**JYOTI SHARMA**  
 (Jyoti Sharma)  
 C.P. No. 10196  
 M. No. F-8843  
 UDIN : F008843E000566281