

**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 Third Annual General Meeting of
RCL Cements Limited
3rd and 4th Floor, Anil Plaza II,
ABC, GS. Road, Guwahati-781005, Assam

Dear Sir,

I, Vikas Gera, proprietor of Vikas Gera & Associates, Company Secretaries, having office at 833, 9th Floor, West End Mall, Janakpuri, New Delhi-110058, 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 Third Annual General Meeting ("AGM") of the Members of the Company, held on Thursday, the 30th June, 2022 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 Third 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 thereat, 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 Thursday, the 23th day of June, 2022.
3. The remote e-voting facility was provided to the members from 27th June, 2022 (09:00 A.M.) till 29th June, 2022 (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 11:09 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 30th June 2022.

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, 2022 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 Ganesh Jirkuntwar (DIN 07479080), 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%.**



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

Place: New Delhi

Date: 01st July, 2022

UDIN: F005248D000554742

For **Vikas Gera & Associates**
Company Secretaries



(Vikas Gera)

C.P. No. 4500

M. No. F-5248

Date of AGM - 30th June, 2022

Total No. of Shareholders as on record date-07

Total No. of members who attended e-AGM-06

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, 2022 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	6		6	2761276		2761276	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	8		8	3633100		3633100	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 Ganesh Jirkuntwar (DIN 07479080), 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	6		6	2761276		2761276	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	8		8	3633100		3633100	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 1-2 specified in the Notice of Twenty Third AGM have been passed with majority. You may accordingly declare the result of the e-voting.

Place: New Delhi
Date: 01st July, 2022

For Vikas Gera & Associates
Company Secretaries



(Vikas Gera)

C.P. No. 4500

M. No. F-5248