

**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 Second Annual General Meeting of  
RCL Cements Limited,  
3<sup>rd</sup> & 4<sup>th</sup> Floor, Anil Plaza II,  
ABC, GS. Road, Guwahati- 781005, Assam

Dear Sir,

I, Harrish Khurana proprietor of M/s Harish Khurana & Associates, Company Secretaries, having office at G-1/208-209 2<sup>nd</sup> Floor, Rohini, Sector-16, Delhi-110089, was appointed by the Board of Directors of **RCL CEMENTS LIMITED** ("the Company") as the Scrutinizer for the purpose of scrutinizing the electronic e-voting under the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2016 and 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) Amendment Rules, 2014 through e-AGM, at the platform <https://www.evoting.nsdl.com> provided by NSDL to the participants including Directors, Shareholders and Auditors of the Company, on the resolutions contained in the Notice calling, the Twenty Second Annual General Meeting ("AGM") of the Members of the Company, held on Wednesday, the 15<sup>th</sup> day of September, 2021 at 12:00 Noon through Video Conferencing (VC) or other Audio Visual Means (OAVM).

1. The Compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to conducting of e-AGM through OAVM and providing facility to the shareholders/members to cast their vote electronically during the schedule time mentioned in the notice convening AGM and on the resolutions proposed in the Notice calling the Twenty Second Annual General Meeting of the Company is the responsibility of the management. My Responsibility as a scrutinizer is to ensure that the voting process is conducted in a fair and transparent manner, and to render scrutinizer's report to the Chairman on the result of voting of the resolutions proposed during the proceedings of AGM for each and every item.



2. Since the AGM was called and convened in e-mode due to COVID 19 pandemic situation prevailing in the country and necessary platform to all the participants was provided to attend and participate in the e-AGM and resolutions mentioned in the Notice of 22<sup>nd</sup> AGM were voted and approved by e-voting only.
3. The remote e-voting facility was provided to the members from 12<sup>th</sup> September, 2021 (9.00 a.m.) till 14<sup>th</sup> September, 2021 (5.00 p.m.) and on the date of e-AGM for 15 minutes who had not casted their vote earlier after the conclusion of the proceedings of e-AGM, i.e. from 12.10 till 12.25.
4. Pursuant to Articles of Association of the Company, the parent company, i.e. Vinay Cement Limited (member) has voting rights available on proportionate basis i.e. 76% (Dalmia group) and 24% (Bawri group). Since representative from Bawri group was not able to e-vote, as facility can be used only once against one folio/DP, hence we have taken into account 24% dissent of Bawri group based on the communication from the Bawri group representative, attending the e-AGM.
5. The result of the e-voting is provided in the **Annexure I**, attached to this report.

Place: Delhi

Date: 17<sup>th</sup> September, 2021

For Harish Khurana & Associates  
Company secretaries  
  
(Harish Khurana)  
C. P. No. 3506



**ANNEXURE-I**

**Date of AGM – 15<sup>th</sup> September, 2021**

**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 for approval of Audited Financial Statements of the Company for the year ended March 31, 2021 and the Report(s) of the Directors' and the Auditors 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	871824		871824	24
Invalid votes	0		0	0		0	0
Total	7		7	3633100		3633100	100



**2. Item No. 2 - Details of the e-voting result in respect of Ordinary Resolution passed to re-appoint Mr. Naveen Jain (DIN-00051183), as Director, who retires by rotation:**

**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	871824		871824	24
Invalid votes	0		0	0		0	0
Total	7		7	3633100		3633100	100

**3. Item No. 3 - Details of the e-voting result in respect of Ordinary Resolution passed for appointment of Mr. Ganesh Jirkuntwar (DIN 07479080), as Director of the Company:**

**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	871824		871824	24
Invalid votes	0		0	0		0	0
Total	7		7	3633100		3633100	100



**RECOMMENDATION:** Items 1, 2 & 3 specified in the Notice of AGM have been passed with majority. You may accordingly declare the result of voting at the venue.

**Place: Delhi**

**Date: 17<sup>th</sup> September, 2021**

**For Harish Khurana & Associates  
Company secretaries**



*(Handwritten signature)*  
**(Harish Khurana)**

**C. P. No. 3506**