



**JVS & ASSOCIATES**  
COMPANY SECRETARIES

Flat No. 588, Pocket No. 4  
Sector-11, Dwarka  
New Delhi-110075



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### 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 Fifth Annual General Meeting of  
SCL 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 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 **SCL CEMENTS LIMITED** ("the Company") as the Scrutinizer for the purpose of Scrutinizing the remote e- 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, through 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 fifth (25<sup>th</sup>) Annual General Meeting ("AGM") of the Members of the Company, held on **Tuesday, June 25, 2024 at 12:00 p.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 remote e-voting on the resolutions proposed in the Notice calling the Twenty Fifth Annual General Meeting 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 NSDL.

1. The Company has NSDL to provide e-voting facilities for voting through Electronic Means to all the Members who were eligible to participate 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 Tuesday, the 18<sup>th</sup> day of June, 2024.
  3. The remote e-voting facility was provided to the members from Saturday, June 22, 2024 (09:00 A.M.) till Monday 24<sup>th</sup> June, 2024 (05:00 P.M.) and on the date of e-AGM for the 15 minutes who had not casted their vote earlier after the conclusion of the proceedings of e-AGM, i.e. from 12:07 P.M. till 12:22 P.M.
  4. Pursuant to Article 55(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 and 1 from BW Group
  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 ID, he communicated dissent of BW Group on their shareholding vide his e-mail dated 25<sup>th</sup> June 2024.
- I. The result of the e-voting is as under:
1. **Ordinary Resolution** to adopt the audited Financial Statements for the financial year ended March 31, 2024 and the Report(s) of the Directors' and the Auditor thereon; –  
**Votes in favor 95.51% and Votes against are 4.49%**
  2. **Ordinary Resolution** to appoint a Director in place of Shri Ganesh Wamanrao Jirkuntwar (DIN 07479080), who retires by rotation and being eligible, offers herself for re-appointment –  
**Votes in favor 95.51% and Votes against are 4.49%**



3. **Ordinary Resolution** to appoint M/s Walker Chandiook & Co. (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company for a term of five consecutive years.


**Votes in favor 95.51% and Votes against are 4.49%**

4. **Ordinary Resolution** to appoint Ms. Rachna Gorla (DIN -07148351) as Director of the Company liable to retire by rotation –

**Votes in favor 95.51% and Votes against are 4.49%**

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

**For JVS & Associates  
Company Secretaries**

  
**(Jyoti Sharma)**  
C.P. No. 10196  
M. No. F-8843  
UDIN: F008843F000615790





**Countersigned**

  
**Rajiv Kumar Choubey**  
Chairman

Place: New Delhi  
Date: 25<sup>th</sup> June, 2024

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. Anshika Yadav**  
House No. 90 Block B  
Street No. 9  
Najafgarh New Delhi -110043

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

**Date of AGM - 25<sup>th</sup> June, 2024**

**Total No. of Shareholders as on record date- 13**

**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 adopt audited Financial Statements for the financial year ended March 31, 2024 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	7	7	2841174	2841174	95.51
Dissent	7	7	133626	133626	4.49
Abstain from Voting	0	0	0	0	0
Invalid Votes	0	0	0	0	0
<b>Total</b>	<b>14</b>	<b>14</b>	<b>2974800</b>	<b>2974800</b>	<b>100</b>

**Note: As per Articles of Association, two representatives on behalf of the parent company voted and attended the AGM**

2. **Item No. 2- Details of the e-voting result in respect of Ordinary Resolution passed to appoint a Director in place of Shri Ganesh Wamanrao Jirkuntwar (DIN 07479080), who retires by rotation and being eligible, offers herself 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	2841174	2841174	95.51
Dissent	7	7	133626	133626	4.49
Abstain from Voting	0	0	0	0	0
Invalid Votes	0	0	0	0	0
<b>Total</b>	<b>14</b>	<b>14</b>	<b>2974800</b>	<b>2974800</b>	<b>100</b>

**Note: As per Articles of Association, two representatives on behalf of the parent company voted and attended the AGM**



**3. Item No. 3- Details of the e-voting result in respect of Ordinary Resolution passed to Appoint M/s Walker Chandiok & Co. (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company for a term of five consecutive years**

**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	2841174	2841174	95.51
Dissent	7	7	133626	133626	4.49
Abstain from Voting	0	0	0	0	0
Invalid Votes	0	0	0	0	0
<b>Total</b>	<b>14</b>	<b>14</b>	<b>2974800</b>	<b>2974800</b>	<b>100</b>

**Note: As per Articles of Association, two representatives on behalf of the parent company voted and attended the AGM**

**4. Item No. 4- Details of the e-voting result in respect of Ordinary Resolution passed to appoint Ms. Rachna Gorla (DIN -07148351) as Director of the Company liable to retire 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	7	7	2841174	2841174	95.51
Dissent	7	7	133626	133626	4.49
Abstain from Voting	0	0	0	0	0
Invalid Votes	0	0	0	0	0
<b>Total</b>	<b>14</b>	<b>14</b>	<b>2974800</b>	<b>2974800</b>	<b>100</b>

**Note: As per Articles of Association, two representatives on behalf of the parent company voted and attended the AGM**



**RECOMMENDATION:** Item No 1-4 specified in the Notice of Twenty Fifth AGM have been passed with majority. You may accordingly declare the result of the e-voting.

Place: New Delhi  
Date: 25<sup>th</sup> June, 2024



**For JVS & Associates  
Company Secretaries**

A handwritten signature in blue ink, appearing to read "Jyoti Sharma".

**(Jyoti Sharma)**

**C.P. No.10196**

**M. No. F-8843**

**UDIN: F008843F000615790**