

RCL CEMENTS LIMITED

Regd Office: 3rd and 4th floor, Anil Plaza II, ABC, G. S. Road, Guwahati – 781 005, Assam

Phone No. 91 361 2132 569 / 91 361 7156 700

CIN U26941AS1997PLC005279 Website: www.dalmiacement.com

To,
The Shareholders,

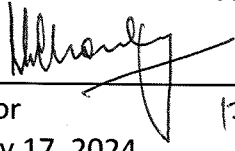
DECLARATION OF RESULT OF POSTAL BALLOT

RCL Cements Limited ("the **Company**") had, on December 14, 2023, dispatched Postal Ballot Notice to the Members whose names appeared in the Register of Members of the Company as on Friday, the December 08, 2023 ("Cut-off date") for seeking Member's approval to the Ordinary Resolution with respect to appointment of M/s Walker Chandiook & Co. (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company in the casual vacancy. A notice in this regard was published in "The Financial Express" and "The Assam Tribune" (the English language) and "Dainik Asam" (in regional language), Newspapers on December 15, 2023.

The shareholders were provided with the facility to cast their vote on the said Resolution electronically through e-voting services provided by NSDL. The e-voting facility was made available to all the persons who were Members of the Company as on the cut-off date, i.e., December 08, 2023. The e-voting had commenced on Monday, December 18, 2023 (09:00 am. 1ST) and ended on Tuesday, January 16, 2024 (05:00 pm. 1ST). M/s JVS & Associates, Practicing Company Secretaries, Delhi (C.P. No. 10196), was appointed as the Scrutinizer to scrutinize the votes cast by the members through e-voting in a fair and transparent manner.

The Scrutinizer's report dated January 17, 2024 is attached herewith. On perusal of the Report, this is to inform that the proposed Resolution with respect to appointment of M/s Walker Chandiook & Co. (Firm Registration No. 001076N/N500013) as Statutory Auditors of the Company in the casual vacancy, as stated in the Notice of the Postal Ballot, has been passed with requisite majority.

For RCL Cements Limited



Director
January 17, 2024

17/01/2024



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 & 110 of the Companies Act, 2013 and Rule 20 and 22 of the Companies
(Management and Administration) Rules, 2014]

To,
The Board of Director,
RCL Cements Limited
3rd & 4th Floor, Anil Plaza-II,
ABC, G.S. Road, Guwahati-781005 Assam,

Dear Sir/Madam,

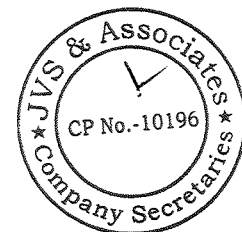
**Re: Scrutinizer's Report on the Postal Ballot Voting conducted for seeking approval of the
shareholders for Appointment of Statutory Auditors of RCL Cements Limited**

In terms of the resolution passed by the Board of Directors of RCL Cement Limited (hereinafter referred to as 'the Company') at its meeting held on December 12, 2023, I, Jyoti Sharma, proprietor of JVS & Associates, Company Secretaries, having office at Flat No. 588, Pocket No. 4, Sector-11, Dwarka, New Delhi-110075, have been appointed as Scrutinizer to receive, process and scrutinize the E-voting of postal ballots in respect of Ordinary Resolution proposed in the Postal Ballot Notice dispatched to the members on December 14, 2023 (hereinafter referred to as 'the Postal Ballot Notice').

The compliance with the provisions of the Companies Act, 2013 and the Rules made thereunder relating to remote e-voting for the resolution proposed in the Postal Ballot Notice, 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 to render Scrutinizer's Report to the Board of Directors on the result of e-voting on the resolution based on the reports generated from the electronic voting system provided by the National Security Depository Limited (NSDL).

I hereby submit my report on the voting on Ordinary Resolution proposed in the Postal Ballot Notice, as under –

1. The Company has engaged National Security Depository Limited (NSDL) to provide e-voting facilities to all the Members who were eligible to voting.



2. The Cut-off date for the purpose of identifying the Members who were entitled to vote on the resolution(s) placed for their approval was Friday, the December 08, 2023.
3. The Company completed the dispatch of Postal Ballot Notice along with e-voting instructions to all the members who had their e-mail addresses registered with Depository(ies) / RTA / Company on the December 14, 2023
4. As per Rule(s) 20(4) and 22(3) of the Rules and other applicable provisions including MCA Circular(s) issued from time to time, an advertisement in regard to e-voting and dispatch of Postal Ballot Notice to the members of the Company, was published by the Company in 'Financial Express', 'Dainik Asam' and 'The Assam Tribune' newspapers on December 15, 2023
5. The remote e-voting facility was provided to the members from Monday, December 18, 2023 (09:00 A.M.) till Tuesday, January 16, 2024 (05:00 P.M.).
6. The result of the e-voting is as under:

Remote e-voting on the resolution(s) proposed through Postal Ballot Notice

Total No. of Shareholders as on record date: 07

Total No. of members cast their votes: 07*

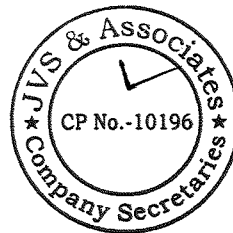
Item No. 1 – Appointment of M/s Walker Chandiok & Co. (Firm Registration no. 001076N/N500013) as Statutory Auditors of the Company in Casual Vacancy.

Detail of e-voting:

Particulars	Number of Members Voting through e-voting	Number of Votes cast through e-voting	Percentage
Assent	07	3493708	96.16
Dissent	01	139492	3.84
Invalid Votes	0	0	0
Total	08	3633200	100

***Note:** As per Articles of Association, two representatives on behalf of the parent Company Voted.

Therefore, the resolution No.1 has been approved.



7. From the voting pattern mentioned above, it is observed that for the Ordinary Resolution mentioned in the Postal Ballot Notice, majority of votes cast, are in favor of the said Ordinary Resolution.

The above position may kindly be considered for the purpose of declaring the result of voting on Ordinary Resolution mentioned in the Postal Ballot Notice.

For JVS & Associates

Company Secretaries

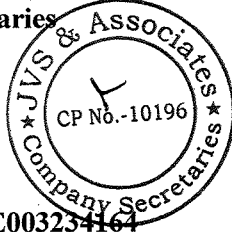
Sharma

(Jyoti Sharma)

C.P. No. 10196

M. No. F8843

UDIN: F008843E003234164



Countersigned

[Handwritten signature]

Chairman / Director

17/01/2024

Place: New Delhi

Date: 17th January, 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. Priya Chugh

C-77 LIC Colony jeevan Niketan

Paschim Vihar New Delhi- 110087

Priya

Mr. Ayush Singhal

B1/28, Uttam Nagar,

New Delhi-110059.

Ayush Singhal