



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
RCL Cements Limited
3rd and 4th 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 **RCL 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 (25th) Annual General Meeting ("AGM") of the Members of the Company, held on **Tuesday, June 25, 2024 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 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 engaged 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 18th 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 24th 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 11:13 A.M. till 11:28 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) had 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 could be used only once against one folio/DP, he communicated dissent of BW Group vide his e-mail dated 25th 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 95.83% and Votes against are 4.17%
 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 95.83% and Votes against are 4.17%



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 95.83% and Votes against are 4.17%

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

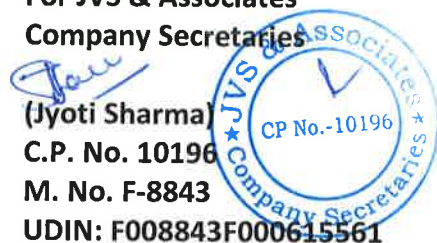
Votes in favor 95.83% and Votes against are 4.17%

5. **Special Resolution** to approve alteration in the object clause of the Memorandum of Association of company by adding new clause III(6) after the existing clause III(5) –

Votes in favor 95.83% and Votes against are 4.17%

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

For JVS & Associates
Company Secretaries



Countersigned

Rajiv Kumar Choubey
Chairman

Place: New Delhi

Date: 25th 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 - 25th June, 2024

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 adopt the audited Financial Statements for the financial year ended March 31, 2024 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	3481721	3481721	95.83
Dissent	1	1	151479	151479	4.17
Abstain from Voting	0	0	0	0	0
Invalid Votes	0	0	0	0	0
Total	8		3633200		100

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 Resolution to appoint a Director in place of Shri Ganesh Wamanrao 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	7	7	3481721	3481721	95.83
Dissent	1	1	151479	151479	4.17
Abstain from Voting	0	0	0	0	0
Invalid Votes	0	0	0	0	0
Total	8		3633200		100

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 Chandiook & 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	3481721	3481721	95.83
Dissent	1	1	151479	151479	4.17
Abstain from Voting	0	0	0	0	0
Invalid Votes	0	0	0	0	0
Total	8		3633200		100

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 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	3481721	3481721	95.83
Dissent	1	1	151479	151479	4.17
Abstain from Voting	0	0	0	0	0
Invalid Votes	0	0	0	0	0
Total	8		3633200		100

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



5. Item No. 5- Details of the e-voting result in respect of Special Resolution passed to approve alteration in the object clause of the Memorandum of Association of Company by adding new clause III(6) after existing clause III(5). –

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	3481721	3481721	95.83
Dissent	1	1	151479	151479	4.17
Abstain from Voting	0	0	0	0	0
Invalid Votes	0	0	0	0	0
Total	8		3633200		100

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

RECOMMENDATION: Item No 1-5 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: 25th 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: F008843F000615561