

**COMBINED SCRUTINIZER REPORT FOR E-VOTING & POLL FOR  
RCC CEMENTS LIMITED**

To  
The Chairman  
24<sup>th</sup> Annual General Meeting of the Members of  
RCC CEMENTS LIMITED held on September 30<sup>th</sup>, 2015  
at 10.00 am at 807, Arunachal Building, 19, Barakhamba Road,  
Connaught Place, New Delhi-110001

**For 24th Annual General Meeting of the Equity Shareholders of RCC CEMENTS LIMITED held on Wednesday, September 30, 2015 at 10.00 A.M at 807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001**

**Subject: - Passing of Resolution through e-Voting AND poll conducted at the AGM of M/s RCC CEMENTS LIMITED held on 30<sup>th</sup> September, 2015**

I, Mr. Ashish Kumar Friends, Practicing Company Secretary, was appointed by the Board of Directors of M/s RCC CEMENTS LIMITED (CIN : L26942DL1991PLC043776) as the Scrutinizer for the E-voting process as mentioned under clause (ix) of sub rule 3 of Rule 20 of the companies (Management and Administration) Rules, 2014, as amended by the Companies(Management and Administration) Rules, 2015. The Board of the Company had appointed me as a Scrutinizer for the e-voting starting from September 27, 2015 at 09:00 A.M. to September 29, 2015 at 05:00 P.M. and for the poll held at the AGM of the Company held on Wednesday, September 30, 2015 at 10.00 A.M. at 807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001

The Company has appointed National Securities Depository Limited (NSDL) as the Service Provider, for extending the facility of electronic voting to the shareholders of the Company starting from September 27, 2015 at 9:00 A.M. to September 29, 2015 at 05:00 P.M. The e-voting results were unblocked by me on October 01, 2015 at around 12:03 A.M. in the presence of two witnesses.

At the 24<sup>th</sup> AGM of the Company held on September 30, 2015, the Chairman of the meeting had suo motto called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.

Further to the above, I submit my report as under:-

- i. The remote e-voting remained open from September 27, 2015 at 9:00 A.M. to September 29, 2015 at 05:00 P.M.
- ii. The members who were on record of the Company as well as whose particulars provided by the depositories on the "cut-off date i.e., 23<sup>rd</sup> September 2015 were



entitled to remote e-voting on the resolutions set out in the notice of the 24<sup>th</sup> AGM of the Company.

- iii. The votes cast through remote e-voting were unblocked on 01st October, 2015 around 12.03 P.M. in the presence of two witnesses, Mr. Manoj Bhatia, R/o 118, Shiv Colony, Sector 22, Faridabad & Mr. Thomas Kutty R/o 136, DDA Flats, Mayur Vihar, Phase - 1, Delhi- 110092 who are not in employment of the Company.
- iv. The physical voting facility through ballot papers was provided at the venue of 24th Annual General Meeting held on Wednesday, 30th September, 2015 for those members who attend the meeting but not participate in remote e-voting were considered for the purpose of this report accordingly. The Ballot box opened by me in the presence of two witnesses Mr. Karan Bhatia, R/o F-148, Viks Puri, New Delhi-110018 and Mr. Sachin Garg R/o A-34, Sunder Apptts, Sector - 14, Rohini, Delhi - 110085 after the voting process was over at the said AGM of the Company.
- v. The details containing interalia, list of Equity Shareholders, who voted "for" or "against", on each of the resolution that were put to vote were generated from the e-voting website of National securities depository limited (NSDL).

I have submitted separate reports on e-voting and voting by poll on the resolutions contained in the notice dated 03<sup>rd</sup> September, 2015 convening the 24<sup>th</sup> Annual General Meeting on 30<sup>th</sup> September, 2015. I submit herewith my combined report on the results on e-voting and voting by poll as under:

The result of the E-voting together with that of the Poll is as under:

<b>Item No. 1 : To receive, consider and adopt the Audited Financial Statements (including consolidated financial Statements) of the Company for the financial year ended March 31, 2015 and the reports of the Board of Directors and Auditors thereon.</b>						
Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	8,90,202	100	Nil	Nil	Nil	Nil
Poll	10,28,179	100	Nil	Nil	Nil	Nil
Total	19,18,381	100	Nil	Nil	Nil	Nil



**Item No. 2 :** To appoint a Director in place of Mr. Sunil Kumar (DIN 00175301), the Managing Director of the Company, who is liable to retire by rotation and being eligible, offers himself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	8,90,202	100	Nil	Nil	Nil	Nil
Poll	10,28,179	100	Nil	Nil	Nil	Nil
Total	19,18,381	100	Nil	Nil	Nil	Nil

**Item No. 3 :** To Ratify the Appointment of M/s RMA & Associates, Chartered Accountants, New Delhi, (Registration No. 000978N) as the Statutory Auditors of the Company for the financial year ending 31st March, 2016, at such remuneration as may be approved by the Board of Directors of the Company.

Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	8,90,202	92.26	Nil	Nil	Nil	Nil
Poll	10,28,179	100	Nil	Nil	Nil	Nil
Total	9,18,381	92.70	Nil	Nil	Nil	Nil

**Item No. 4 :** To Appoint Ms. Madhu Sharma (DIN 06947852), who was appointed as an Additional Director of the Company in terms of Section 161(1) of the Companies Act, 2013 with effect from 31st March 2015 and whose terms of office expires at this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company to hold office as a Director of the Company whose period of office shall be liable to determination by retirement of directors by rotation."

Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	8,51,102	100	Nil	Nil	Nil	Nil
Poll	10,28,179	100	Nil	Nil	Nil	Nil
Total	18,79,281	100	Nil	Nil	Nil	Nil



**Item No. 5 :** To reappoint Mr. Sunil Kumar (DIN No. 00175301) as the Managing Director of the company for a period of five years w.e.f.07/05/2015.

Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	8,77,902	100	Nil	Nil	Nil	Nil
Poll	10,28,179	100	Nil	Nil	Nil	Nil
Total	19,06,081	100	Nil	Nil	Nil	Nil

**Item No. 6 :** To borrow any sum or sums of money (including non-fund based banking facilities), from time to time, whether in Indian rupees or in foreign currency (including external commercial borrowings in foreign denominated currencies from any foreign source / countries as prescribed by guidelines, if any, in this respect) from any one or more of the Company's bankers and /or from any one or more persons, firms, bodies corporate, financial institutions, banks or other acceptable sources whether by way of advances, deposits, loans, non-convertible debentures, bonds or otherwise and whether unsecured or secured notwithstanding that the moneys to be borrowed together with moneys already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) will or may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose but, so however, that the total amount up to which the moneys may be borrowed by the Board of Directors and outstanding shall not exceed the sum of Rs. 30 Crores (Rupees Thirty Crores only) at any point of time.

Type of Voting	Votes in favour of the Resolution		Votes against the resolution		Invalid Votes	
	Nos.	%age	Nos.	%age	Nos.	%age
E-voting	8,75,002	100	Nil	Nil	Nil	Nil
Poll	10,28,179	100	Nil	Nil	Nil	Nil
Total	19,03,181	100	Nil	Nil	Nil	Nil

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the Votes cast through e-Voting and poll by the Shareholders of the Company. I shall be arranging to hand over these records to you or such other person authorized by you.

Thanking you  
Yours faithfully,

Place: Delhi  
Dated: 01.10.2015

**For A.K. FRIENDS & CO.**

*Ashish Kumar Friends*  
Ashish Kumar Friends  
Practising Company Secretary  
C.P. No.-4056, Mem No.-FCS-5129