



FORM No. MGT - 13

Report of Scrutinizer

[Pursuant to section 109 of the Companies Act, 2013 and rule 21(2) of Companies (Management and Administration) Rules, 2014]

To
The Chairman,

M/s RCC CEMENTS LIMITED
702, Arunachal Building, 19,
Barakhamba Road, Connaught
Place, New Delhi - 110001

Subject: For the 27th Annual General Meeting of the Equity Shareholders of the Company, held on Saturday 29th day of September, 2018 at 09.30 AM at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001.

Dear Sir,

I, **Kundan Agrawal**, Practicing Company Secretary, appointed as Scrutinizer by the Board of Directors of **RCC CEMENTS LIMITED** at their meeting held on 01/09/2018 for the purpose of scrutinizing the poll and ascertaining the requisite majority on poll as per provision of section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments made thereunder for their 27th Annual General Meeting.

1. After the time fixed for closing of the poll by the Chairman, ballot box was kept for polling and was locked in my presence with due identification marks placed by me.
2. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations/proxies lodged with the Company.
3. There were no ballot papers, which were incomplete or which were otherwise found Defective.
4. The result of the Poll is as under:



(a) Resolution No. 1

To receive consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March 2018 and the Statement of Profit and Loss of the Company and Cash Flow statement & other Annexures thereof for the financial year ended 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
29	336438	100

(ii) Voted **against** the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid Votes**

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 29 but 19 of them polled as 10 members have already voted through e-voting.

(b) Resolution No. 2

To appoint a Director in place of Ms. Madhu Sharma (DIN 06947852), Director of the Company, who is liable to retire by rotation and being eligible, offers herself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

(i) Voted **in favour** of the resolution :

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
29	336438	100

(ii) Voted **against** the resolution :



Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid Votes**

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 29 but 19 of them polled as 10 members have already voted through e-voting.

(c) Resolution No. 3

To ratify the appointment of Auditors - M/s RMA & Associates, Chartered Accountants, New Delhi (Registration No. 000978N), who were appointed as Statutory Auditors of the Company at 24th Annual General Meeting held on 30th September, 2015, to hold office for a term of five years, i.e. from the conclusion of 24th Annual General Meeting until the conclusion of 29th Annual General Meeting of the Company, on such remuneration as may be agreed upon between the Board of Directors and the Statutory Auditors.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
29	336438	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil



(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 29 but 19 of them polled as 10 members have already voted through e-voting.

(d) Resolution No. 4

To approve the related party transactions.

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
29	336438	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) Invalid Votes

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 29 but 19 of them polled as 10 members have already voted through e-voting.

(c) Resolution No. 5

Appointment of Mr. Santosh Pradhan (DIN 00354664) as an independent director of the company w.e.f. 03.05.2018.

(i) Voted **in favour** of the resolution:



Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
29	336438	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

(iii) **Invalid Votes**

Number of members present and voting (in person or in proxy)	Number of votes casted by them	% of total number of valid votes casted by them
Nil	Nil	Nil

*Total No of members present were 29 but 19 of them polled as 10 members have already voted through e-voting.

5. A Compact Disc (CD) containing a list of equity shareholders who voted **“FOR”**, **“AGAINST”** and those whose votes were declared invalid for each resolution is enclosed.
6. The Poll Papers and all other relevant records were sealed and are kept in the safe custody of the Scrutinizer till the Chairman signs the minutes of the Annual General Meeting.
7. The combined results of the votes (electronic and physical) are annexed as **Annexure-1** with this report.
8. All of the above mentioned resolutions have duly passed with requisite majority.

Thank you,
Yours faithfully,



Kundan Agrawal
Scrutinizer
Membership No.: 7631
C P No 8325
(Kundan Agrawal & Associates)

Place: New Delhi
Date: 01/10/2018

Witness-1

: Eisha
Eisha
Occupation - Job
C-369, Surya Nagar
Ghaziabad, U.P. 201011.

Witness-2

: Shantanu Singh
J-26, 3rd Floor
Laxmi Nagar
Delhi - 110092



Report of Scrutinizer (E-Voting)

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of the 27th Annual General Meeting of the Equity Shareholders of the Company held on Saturday 29th day of September, 2018 at 09.30 AM at 702, Arunachal Buiding, 19, Barakhamba Road, Connaught Place, New Delhi-110001.

Dear Sir,

I, **Kundan Agrawal, Practicing Company Secretary**, appointed as Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting as per provision of section 108 of the Companies Act 2013 read with rule 20 of the Companies (Management and Administration) rules, 2014 for 27th Annual General Meeting held on Saturday 29th day of September, 2018 at 09.30 A.M at 702, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means on the resolutions contained in the Notice of 27th Annual General Meeting of the Members of the Company. My responsibility as a scrutinizer for the e-voting process is restricted to make a scrutinizer's report of the votes cast in favor or against the resolution stated above, based on the report generated from the e-voting system provided by National Securities Depository Limited, for the e-voting process engaged by the Company.

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

1. The e-voting period remained open from 26 September; 2018 (9am) to 28 September; 2018 (5pm). AGM is on Saturday, 29th September; 2018.
2. The Members of the Company as on the cut-off date i.e. 22nd September; 2018 were entitled to vote on the resolution (item No 1 to 5 set out in the notice of Annual General Meeting of the Company)
3. The Votes cast were unblocked on 29th September; 2018.
4. Thereafter the details containing inter alia, list of Equity Shareholder(s), who voted "for" "against" each of the resolution that were put to vote, were generated from the e-voting website **National Securities Depository Limited (NSDL)**. i.e. www.evoting.nsdl.com



The result of the vote's casted electronically is as under:

Item No.1 of the notice Ordinary Resolution

To receive consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March 2018 and the Statement of Profit and Loss of the Company and Cash Flow statement & other Annexures thereof for the financial year ended 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.

(i) Voted **in favor** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
14	566407	100%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Item No. 2 of the notice Ordinary Resolution

To appoint a Director in place of Ms. Madhu Sharma (DIN 06947852), Director of the Company, who is liable to retire by rotation and being eligible, offers herself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013..

(i) Voted **in favor** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
14	566407	100%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil



Item No. 3 of the notice **Ordinary Resolution**

To ratify the appointment of Auditors - M/s RMA & Associates, Chartered Accountants, New Delhi (Registration No. 000978N), who were appointed as Statutory Auditors of the Company at 24th Annual General Meeting held on 30th September, 2015, to hold office for a term of five years, i.e. from the conclusion of 24th Annual General Meeting until the conclusion of 29th Annual General Meeting of the Company, on such remuneration as may be agreed upon between the Board of Directors and the Statutory Auditors.

(i) Voted **in favor** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
14	566407	100%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

Item No. 4 of the notice **Ordinary Resolution**

To approve the related party transactions.

(i) Voted **in favor** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
14	566407	100%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil



Item No. 5 of the notice **Ordinary Resolution**

Appointment of Mr. Santosh Pradhan (DIN 00354664) as an independent director of the company w.e.f. 03.05.2018.

(i) Voted **in favor** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
13	535207	100%

(ii) Voted **in against** of the resolution:

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) **Invalid** Votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them	Remarks
Nil	Nil	Nil

All the resolutions were duly passed with requisite majority.

Thanking You,
Yours faithfully



Kundan Agrawal
Scrutinizer
Membership No.: 7631
C P No 8325
(KUNDAN AGRAWAL & ASSOCIATES)

Place: New Delhi
Date: 01/10/2018

Witness-1

: *[Signature]*
[Signature]
Occupation - Job
C-369, Surya Nagar
Ghaziabad, U.P. 201011.

Witness-2

[Signature]
: *[Signature]*
J-26, 3rd Floor
Laxmi Nagar
Delhi - 110092



Kundan Agrawal & Associates

Company Secretaries

Phone: 91-11-43093900

Mobile: 09212467033, 09999415059

E-mail: agrawal.kundan@gmail.com

CONSOLIDATED SCRUTINISER'S REPORT (E-VOTING & POLL)

REPORT OF SCRUTINIZERS FOR M/S RCC CEMENTS LIMITED AT ITS 27th ANNUAL GENERAL MEETING HELD ON 29.09.2018 AT 702, ARUNACHAL BUILDING, 19, BARAKHAMBHA ROAD, CONNAUGHT PLACE, NEW DELHI-110001.

The 27th Annual General Meeting of the Shareholders has been held on Saturday 29th day of September, 2018 at 09:30 AM. at the Registered Office of the Company at 807, Arunachal Building, 19, Barakhamba Road, Connaught Place, New Delhi-110001 for the purposes of considering and, if thought fit, approving, with or without modification(s), the resolutions embodied in the notice of 27th AGM of M/s **RCC CEMENTS LIMITED** dated 01st September 2018.

The undersigned **Mr. Kundan Agrawal, Practicing Company Secretary** was appointed as the scrutinizer, by the board of directors of **M/S RCC CEMENTS LIMITED** at their meeting held on 01/09/2018 for 27th Annual General Meeting. The result of the poll & e-voting conducted for the Annual General Meeting is as under:-

Resolution No. 1

Nature of Resolution **Ordinary Resolution**

Subject Matter: To receive consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March 2018 and the Statement of Profit and Loss of the Company and Cash Flow statement & other Annexures thereof for the financial year ended 31st March 2018 and the Reports of the Board of Directors and Auditors thereon.

Details of Voting	Assent (For)		Dissent (Against)		Invalid poll No. of Votes
	No. of Shares of Face Value of Rs. 10/- each	No. of Shares of Face Value of Rs. 10/- each	No. of votes	Ratio	
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	
By Poll	19	336438 (37.26%)	0	0	0
By E- Voting	14	566407 (62.74%)	0	0	0
Consolidated Votes	33	902845 (100%)	0	0	0



Resolution No. 2

Nature of Resolution Ordinary Resolution

Subject Matter: To appoint a Director in place of Ms. Madhu Sharma (DIN 06947852), Director of the Company, who is liable to retire by rotation and being eligible, offers herself for re-appointment pursuant to the provisions of Section 152 of the Companies Act, 2013.

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	
By Poll	19	336438 (37.26%)	0	0	0
By E- Voting	14	566407 (62.74%)	0	0	0
Consolidated Votes	33	902845 (100%)	0	0	0

Resolution No. 3

Nature of Resolution Ordinary Resolution

Subject Matter: To ratify the appointment of Auditors - M/s RMA & Associates, Chartered Accountants, New Delhi (Registration No. 000978N), who were appointed as Statutory Auditors of the Company at 24th Annual General Meeting held on 30th September, 2015, to hold office for a term of five years, i.e. from the conclusion of 24th Annual General Meeting until the conclusion of 29th Annual General Meeting of the Company, on such remuneration as may be agreed upon between the Board of Directors and the Statutory Auditors.

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. of Shareholders	Number of shares with %	No. of Shareholders	Number of shares with %	
By Poll	19	336438 (37.26%)	0	0	0
By E- Voting	14	566407 (62.74%)	0	0	0
Consolidated Votes	33	902845 (100%)	0	0	0



Resolution No. 4

Nature of Resolution Ordinary Resolution

Subject Matter: To approve the related party transactions.

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	19	336438 (37.26%)	0	0	0
By E- Voting	14	566407 (62.74%)	0	0	0
Consolidated Votes	33	902845 (100%)	0	0	0

Resolution No. 5

Nature of Resolution Ordinary Resolution

Subject Matter: Appointment of Mr. Santosh Pradhan (DIN 00354664) as an independent director of the company w.e.f. 03.05.2018.

Details of Voting	Assent (For) No. of Shares of Face Value of Rs. 10/- each		Dissent (Against) No. of votes Ratio		Invalid poll No. of Votes
	No. of Shareholders	Number of shares with %	No. Of Shareholders	Number of shares with %	
By Poll	19	336438 (38.60%)	0	0	0
By E- Voting	13	535207 (61.40%)	0	0	0
Consolidated Votes	32	871645 100%)	0	0	0

Based on the abovementioned details, the Resolution No. **1-5** was duly passed at Annual General Meeting of the company.

Thanking You,
Yours faithfully



Kundan Agrawal
Company Secretary
Membership No.: F7631
C.P. No.: 8325

Dated: 01/10/2018
Place: New Delhi