

**CONSOLIDATED SCRUTINIZER'S REPORT (E-VOTING & POLL)****REPORT OF SCRUTINIZERS FOR RCC CEMENTS LIMITED AT ITS 31ST ANNUAL GENERAL MEETING HELD ON 30.09.2022 AT 702, ARUNACHAL BUILDING, 19, BARAKHAMBHA ROAD, CONNAUGHT PLACE, NEW DELHI-110001.**

The 31st Annual General Meeting of the Shareholders has been held on Friday, 30th day of September, 2022 at 09:30 AM. at the Registered Office of the Company at 702, 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 31st AGM of **M/s RCC CEMENTS LIMITED** dated 25th August, 2022.

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 25th August, 2022 for 31st 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: 1. To receive, consider and adopt the Audited Financial Statements of the company including the Balance Sheet of the Company as at 31st March, 2022 and the Statement of Profit and Loss of the Company and Cash Flow statement & other Annexures thereof for the financial year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon

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	666325 (99.98%)	0	0	0
By E- Voting	10	95 (0.01%)	7	25 (0.01%)	0
Consolidated Votes	29	666420 (99.99%)	7	25 (0.01%)	0



Resolution No. 2

Nature of
Resolution Ordinary Resolution

Subject Matter: 2. To appoint a Director in place of Ms. Madhu Sharma (DIN 06947852), the 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	666325 (99.98%)	0	0	0
By E- Voting	10	95 (0.01%)	7	25 (0.01%)	0
Consolidated Votes	29	666420 (99.99%)	7	25 (0.01%)	0

Resolution No. 3

Nature of
Resolution Ordinary Resolution

Subject Matter: Approval of 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	16	619920 (99.98%)	0	0	0
By E- Voting	10	95 (0.02%)	7	25 (0.00%)	0
Consolidated Votes	26	620015 (100.00%)	7	25 (0.00%)	0



Resolution No. 4

Nature of
Resolution Ordinary Resolution

Subject Matter: Appointment of Mr. Sachin Garg (DIN: 03320351) as the Director of the Company

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	18	651125 (99.98%)	0	0	0
By E- Voting	10	95 (0.01%)	7	25 (0.01%)	0
Consolidated Votes	28	651220 (99.99%)	7	25 (0.01%)	0

Resolution No. 5

Nature of
Resolution Special Resolution

Subject Matter: Appointment of Mr. Sachin Garg (DIN: 03320351) as the Managing Director of the Company

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	18	651125 (99.98%)	0	0	0
By E- Voting	10	95 (0.01%)	7	25 (0.01%)	0
Consolidated Votes	28	651220 (99.99%)	7	25 (0.01%)	0

Resolution No. 6

Nature of
Resolution Special Resolution

Subject Matter: Reappointment of Mr. Santosh Pradhan(DIN: 00354664) as an Independent Director of the Company


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	18	635125 (99.98%)	0	0	0
By E- Voting	10	95 (0.01%)	7	25 (0.01%)	0
Consolidated Votes	28	635220 (99.99%)	7	25 (0.01%)	0

Based on the above mentioned details, the Resolutions No. **1-6** were duly passed at Annual General Meeting of the company.

Thanking You,

Yours faithfully

**For Kundan Agrawal & Associates
Company Secretaries**


Kundan Agrawal
Scrutinizer
Membership No.: 7631
C P No 8325
UDIN:- F007631D001116519

**Place: Delhi
Date: 01/10/2022**



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 31st Annual General Meeting of the Equity Shareholders of the Company held on Friday, 30th day of September 2022 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 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 31st Annual General Meeting held on Friday, 30th day of September 2022 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 31st 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 27th September, 2022 (09:00 AM) to 29th September, 2022 (05:00 PM). AGM was on Friday, 30th day of September, 2022.
2. The Members of the Company as on the cut-off date i.e. 23rd September, 2022 were entitled to vote on the resolution (item No 1 to 6 set out in the notice of Annual General Meeting of the Company).
3. The Votes cast were unblocked on 30th September, 2022.
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, 2022 and the Statement of Profit and Loss of the Company and Cash Flow statement & other Annexures thereof for the financial year ended 31st March, 2022 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
10	95	79.17

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
7	25	20.83

(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), the 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
10	95	79.17

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
7	25	20.83



(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

Approval of 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
10	95	79.17

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
7	25	20.83

(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

Appointment of Mr. Sachin Garg (DIN: 03320351) as the Director of the Company

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
10	95	79.17

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
7	25	20.83

(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 : Special Resolution

Appointment of Mr. Sachin Garg (DIN: 03320351) as the Managing Director of the Company

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
10	95	79.17

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
7	25	20.83

(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.6 of the notice : Special Resolution

Reappointment of Mr. Santosh Pradhan(DIN: 00354664) as an Independent Director of the Company

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
10	95	79.17

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

Number of members Voted	Number of votes cast by them	% of total number of valid votes cast
7	25	20.83

(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

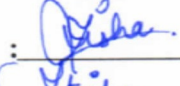
**For Kundan Agrawal & Associates
Company Secretaries**




**Kundan Agrawal
Scrutinizer
Membership No.: 7631
C P No 8325
UDIN:- F007631D001116519**

**Place: Delhi
Date: 01/10/2022**

Witness:


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

Witness:


Saurav Upadhyay
Occupation: Business
F-14, Subhash Chowk,
Laxmi Nagar, Delhi-110024



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 31st Annual General Meeting of the Equity Shareholders of the Company, held on Friday, 30th day of September, 2022 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 25/08/2022 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 31st 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, 2022 and the Statement of Profit and Loss of the Company and Cash Flow statement & other Annexures thereof for the financial year ended 31st March, 2022 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
19	666325	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

(b) Resolution No. 2

To appoint a Director in place of Ms. Madhu Sharma (DIN 06947852), the 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
19	666325	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

(c) Resolution No. 3

Approval of 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
16	619920	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 19 but 16 of them polled in the meeting as 03 of the shareholders were considered to be a related parties and they abstained themselves from the present resolution.

(d) Resolution No. 4

Appointment of Mr. Sachin Garg (DIN: 03320351) as the Director of the Company

(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
18	651125	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 19 but 18 of them polled in the meeting as Mr. Sachin Garg, Director and shareholder was considered to be an interested party and he abstained himself from the present resolution.

(e) Resolution No. 5

Appointment of Mr. Sachin Garg (DIN: 03320351) as the Managing Director of the Company

(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
18	651125	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 19 but 18 of them polled in the meeting as Mr. Sachin Garg, Director and shareholder was considered to be an interested party and he abstained himself from the present resolution.



(f) Resolution No. 6

Reappointment of Mr. Santosh Pradhan(DIN: 00354664) as an Independent Director of the Company

(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
18	635125	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 19 but 18 of them polled in the meeting as Mr. Santosh Pradhan, Director and shareholder was considered to be an interested party and he abstained himself from the present resolution.

5. 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.

6. The combined results of the votes (electronic and physical) are annexed as **Annexure-1** with this report.

7. All of the above mentioned resolutions have duly passed with requisite majority.

Thanking You


Yours faithfully

For Kundan Agrawal & Associates
Company Secretaries


Kundan Agrawal
Scrutinizer
Membership No.: 7631
C P No 8325
UDIN:- F007631D001116519

Place: Delhi
Date: 01/10/2022

Witness:


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

Witness:


Saurav Upadhyay
Occupation: Business
F-14, Subhash Chowk,
Laxmi Nagar, Delhi-110019