



REPORT OF SCRUTINIZER

To
The Chairman & Board of Directors
CHETTINAD CEMENT CORPORATION LIMITED
(hereinafter referred to as '**Company**')
(CIN: U93090TN1962PLC004947)
Registered Office: Rani Seethai Hall Building,
603, Anna Salai, Chennai, Tamil Nadu - 600 006

I, I B Harikrishna, Company Secretary in practice, having my office at No. 44/38, 1st Floor, Veerabadran Street, Nungambakkam, Chennai – 600034, appointed as the Scrutinizer by the Board of Directors of the Company at their meeting held on February 24, 2016 for the purpose of scrutinising the postal ballot process and submit my report in respect of the following resolution(s):

1. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 14 and other applicable provisions if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) thereto or re-enactment thereof, for the time being in force), the draft Articles of Association as proposed for approval by the shareholders of the Company be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.”

“RESOLVED FURTHER THAT Mr. M A M R Muthiah, Managing Director Mr. L Muthukrishnan, Director and Mr. S Hariharan, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution.”

2. AMENDMENT OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 13, Section 61 and other applicable provisions if any, of the Companies Act, 2013 and the rules, orders and notifications issued thereunder (including any statutory modification or re-enactment thereof, for the time being in force), read with the Articles of Association of the Company, and subject to the approval of the resolution for consolidation of shares, the first line in the existing Clause V of the Memorandum of Association of the Company be deleted and substituted by the following.





"The Share Capital of the Company is Rs. 500,00,00,000/- (Rupees Five Hundred Crore only) divided into 25,000 (Twenty Five Thousand) shares of ` 2,00,000/- (Rupees Two Lakhs only) each."

"RESOLVED FURTHER THAT the amendment to the Memorandum of Association as aforesaid shall take effect upon, and simultaneous with, consolidation of the issued, subscribed and paid-up equity shares in the share capital of the Company by way of increase in the nominal value of each equity share from Rs. 10/- (Rupees Ten only) per share to Rs. 2,00,000/- (Rupees Two Lakhs only) per share.

"RESOLVED FURTHER THAT Mr. M A M R Muthiah, Managing Director Mr. L Muthukrishnan, Director and Mr. S Hariharan, Company Secretary be and are hereby severally authorized to do all such acts, deeds and things as may be considered necessary or expedient to give effect to this resolution."

3. CONSOLIDATION OF SHARE CAPITAL OF THE COMPANY

To consider and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Section 61(1)(b) and other applicable provisions if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof for the time being in force), read with the Articles of Association of the Company, and any other approval, consent, permission, sanction etc. as may be required from any government or other authority, consent of the shareholders be and is hereby accorded for consolidation of the entire issued, subscribed and paid-up equity shares in the share capital of the Company by increasing the nominal value of the equity shares from Rs. 10/- (Rupees Ten only) each to Rs. 2,00,000/- (Rupees Two Lakhs only) each so that every 20,000 (Twenty Thousand) equity shares with nominal value of Rs. 10/- (Rupees Ten only) each held by a member are consolidated and re-designated into 1 (one) equity share with nominal value of Rs. 2,00,000/- (Rupees Two Lakhs only) each."

"RESOLVED FURTHER THAT:

- (a) no member shall be entitled to a fraction of a share as a result of implementation of this resolution for consolidation of shares, and the Company shall not issue any certificate or coupon in respect of such fractional shares; and
- (b) all fractional shares resulting from consolidation shall be aggregated into whole shares and held by trustee(s) appointed by the Board ("Trustees") for the benefit of members, and share certificates shall be issued in the name of the Trustees. Such Trustees shall as soon as possible dispose the said whole shares to such person(s) as they deem fit at their sole discretion, and the net sale proceeds from sale of such shares after adjusting the cost and expenses in respect thereof shall be distributed proportionately amongst the members who would otherwise be entitled to such fractional shares; and





- (c) the Trustees shall sell the shares issued to them at a price of Rs. 1,44,00,000 (Rupees One Crore forty four lakhs only) per consolidated equity share of Rs. 2,00,000/- (Rupees Two Lakhs only) each which is equal to Rs. 720 (Rupees Seven Hundred and Twenty only) each per equity share of Rs. 10/- each or at such higher price, if required, by any law in force."

"RESOLVED FURTHER THAT pursuant to Section 62(1)(c), Section 42 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") along with the rules thereunder, and the provisions of the Articles of Association of the Company, consent of the Company be and is hereby accorded to the Board of Directors (which term shall include any Committee thereof), to offer, issue and allot upto 21002 (Twenty One Thousand and Two) equity shares of nominal value Rs.10/- each at a price of Rs. 720/- (Rupees Seven Hundred and Twenty only) per share to the Trustee(s) and on such other terms and conditions and in such manner as the Board may think fit, prior to the consolidation of shares on Record Date defined below, to ensure that the total issued, subscribed and paid up Equity share capital of the Company after the consolidation of shares as aforesaid is a round figure and does not comprise of any fraction."

"RESOLVED FURTHER THAT the consolidation of shares be determined on the basis of those shareholders whose names appear in the Register of Members as on Wednesday, March 30, 2016 or such other date as may be fixed by the Board of Directors of the Company in this regard (hereinafter referred to as the "Record Date")."

"RESOLVED FURTHER THAT:

- (a) in case of shares held in physical form, the existing share certificates issued to the holders of the equity shares of the Company be treated as cancelled from the Record Date, and fresh share certificates be issued in respect of the consolidated equity shares of the Company to such members in accordance with the provisions of the Companies Act, 2013 read with Companies (Share Capital and Debentures) Rules, 2014.
- (b) In case of shares held in dematerialised form, the respective beneficiary accounts of the members who hold the shares of the Company in dematerialized form be credited with consolidated equity shares in lieu of their existing shares."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and matters as they may in their absolute discretion deem necessary, expedient or desirable for completing the consolidation of shares of the Company and giving effect to the foregoing resolutions, including without limitation (a) consolidation of all fractional entitlements of shareholders of the Company and dealing with the same in accordance with the Articles of Association of the Company and taking all other actions to facilitate the process of consolidation, including the issue and transfer of new shares in lieu of fractional entitlements of members; (b) settlement of any questions, difficulties or doubts with respect to the foregoing resolution and / or delegation of any of their powers to such person, committee etc. as may be authorized by the Board."





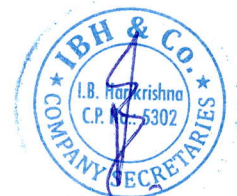
As required by Section 110 of the Companies Act, 2013 read with Rule 22 of Companies (Management and Administration) Rules, 2014, I submit my report as under:

1. I declare and confirm that I am not in the employment of the Company and the Board is of opinion that I can conduct the postal ballot process in a fair and transparent manner.
2. I have given my consent to act as the scrutinizer for the postal ballot under reference.
3. Dispatch of the postal ballot forms, communication for procedure for voting on resolution through physical postal ballot or voting by electronic means (e-voting) was made by the Company to the shareholders whose names appear on the Register of Shareholders/record of depositories as on February 19, 2015 by sending individual notices and postal ballot forms and by way of advertisement in news papers and also by placing the notice in the website of the Company.
4. The shareholders were also provided the facility to cast their vote by electronic means (e- voting) through website <https://www.evoting.nsdl.com>.
5. The Company has also sent the postal ballot papers along with the Notice pursuant to these provisions, containing draft resolutions, explanatory statement and instructions on voting procedure, postal ballot forms and prepaid envelope and also with the instructions regarding exercising the vote by postal ballot and to return the ballot paper in the prepaid envelope addressed to:

Mr. I B Harikrishna, Scrutinizer
C/o. Integrated Enterprises (India) Limited
Unit: Chettinad Cement Corporation Ltd
2nd Floor, Kences Towers, No. 1, Ramakrishna Street, T.Nagar,
Chennai - 600 017.

or by voting through electronics means through above website, so as to ensure that votes reach the Scrutinizer on or before 5.00 p.m. on March 28, 2016 ("Last Date").

6. The postal ballot forms received back were kept under my safe custody before commencing the scrutiny of such postal ballot forms.
7. The postal ballot forms were duly opened by me and scrutinized and shareholding was matched / confirmed with the register of members of the Company as on March 28, 2015 at 5:15 PM.
8. In total, I have received **124 postal ballot forms** from the shareholders and shareholders with **8 Folio/s Client IDs** exercised their voting through **e-voting**.
9. I have physically verified the self-addressed pre-paid postal envelopes received as above and I have placed my signature thereon.






10. I have scrutinized the postal ballot papers received and votes casted through e-voting and I have maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014 and submit the results of Postal Ballot as detailed in **Appendix - A** attached to this report.
11. The Register, all other papers and relevant records relating to postal ballot shall remain in our safe custody until the Chairman considers, approves and signs the Minutes and thereafter the same shall be handed over to the Company Secretary for safe keeping.
12. You may accordingly declare the result of the Voting by Postal Ballot/Evoting.

Thank You,

Yours Sincerely,

For IBH & Co.

Company Secretaries


CS I B Harikrishna
Company Secretary in Practice and
Scrutinizer for Postal Ballot / E-Voting
CP No.: 5302

For CHETTINAD CEMENT CORPORATION LTD.


CHAIRMAN

Place : Chennai

Date : 29/03/2016



IBH & Co
Company Secretaries

44/38, Veerabadrin Street, 1st Floor,
Nungambakkam, Chennai - 600034,
Tel – 044 42139464,
E-Mail: hari@akshayacs.com

Appendix – A

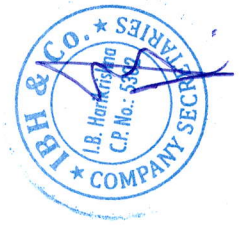
Results of Postal Ballot voted through electronic voting system and postal ballot form

1. CONSOLIDATED RESULTS OF VOTING THRO POSTAL BALLOT AND EVOTING

- A. Number of members voted through electronic voting system and through postal ballot form
B. Number of Votes cast (Shares)
C. % of total number of valid votes cast

Resolution No	Voted in favour of the resolution			Voted against the resolution			Invalid votes**	
	A	B	C	A	B	C		
1	87	2,66,03,655	99.99%	27	1,959	0.01%	18	2,665
2	71	266,02,259	99.99%	41	3,308	0.01%	20	2,712
3	69	266,02,241	99.99%	44	3,371	0.01%	19	2,667

** Reasons for treating as Invalid Votes - Not Voted, Voted in places both for and against, not signing of the ballot paper, signature mismatch





IBH & Co
Company Secretaries

44/38, Veerabadran Street, 1st Floor,
Nungambakkam, Chennai - 600034,
Tel - 044 42139464,
E-Mail: hari@akshayaacs.com

2. BREAKUP OF RESULTS OF VOTING THRO POSTAL BALLOT AND EVOTING RESPECTIVELY

Item No. 1: Adoption of new set of Articles of Association of the Company

	Remote E-Voting		Voting by Postal Ballot		Total	
	Number of members	Number of votes cast	Number of members	Number of votes cast	Number of Valid votes cast	% of total number of valid votes cast
Assent	5	136	82	26,603,519	87	99.99
Dissent	3	74	24	1,885	27	0.01
Invalid	Nil	Nil	18	2,665	NA	NA
Total	8	210	124	26,608,069	114	100

Item No. 2: Amendment of the Memorandum of Association of the Company

	Remote E-Voting		Voting by Postal Ballot		Total	
	Number of members	Number of votes cast	Number of members	Number of votes cast	Number of Valid votes cast	% of total number of valid votes cast
Assent	3	26	68	26,602,233	71	99.99
Dissent	5	184	36	3,124	41	0.01
Invalid	Nil	Nil	20	2,712	NA	NA
Total	8	210	124	26,608,069	112	100





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Item No. 3: Consolidation of Share Capital of the Company

	Remote E-Voting		Voting by Postal Ballot		Total	
	Number of members	Number of votes cast	Number of members	Number of votes cast	Number of Valid votes cast	% of total number of valid votes cast
Assent	2	18	67	26,602,223	69	99.99
Dissent	6	192	38	3,179	44	0.01
Invalid	Nil	Nil	19	2,667	NA	NA
Total	8	210	124	26,608,069	113	100

Place : Chennai
Date : 29/03/2016

For IBH & Co.
Company Secretaries



CS I B Harikrishna
Company Secretary in Practice and
Scrutinizer for Postal Ballot / E-Voting
CP No.: 5302

For CHETINAD CEMENT COMPANY

CHAIRMAN