



Form MGT - 13

COMBINED REPORT OF SCRUTINIZER (E-voting & Poll)

*[Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]*

To,
The Chairman
CHETTINAD CEMENT CORPORATION LIMITED,
Rani Seethai Hall Building,
603, Anna Salai,
Chennai - 600 006

Dear Sir,

Subject: Scrutinizer's Report for the resolutions passed by e-voting and Poll.

We, V. Mahesh & Associates, Practicing Company Secretaries represented by Mr. V. Mahesh, Promoter & CEO have been appointed by the Board of Directors of M/s. Chettinad Cement Corporation Limited as a Scrutinizer for the purpose of Scrutinizing the e-voting process and to receive, process and scrutinize the poll papers as per the provisions of Section 108 and 109 of the Companies Act, 2013 in respect of the resolution(s) mentioned in the notice calling the 52nd Annual General Meeting of the Company.

Our responsibility as a Scrutinizer for e-voting and poll process is restricted to make Scrutinizer Report of the vote cast "in favour" or "against" and/or "Invalid" the resolutions, based on the poll papers handed over by the Company in a duly sealed/locked box and the reports generated from the e-voting system provided by M/s. National Securities Depository Limited (NSDL), the authorized agency to provide e-voting facilities engaged by the Company and poll papers handed over to us by the Company respectively.

Further to the above, we submit the report as under:

- 1) The e-voting period was open from 09.00 A.M (IST) on 11th September, 2015 to 05.00 P.M (IST) on 15th September, 2015. We further confirm that the e-voting option/facility was closed after 05.00 P.M (IST) on 15th September, 2015.



- 2) The members of the Company as on the "Cut-off date" i.e., 09th September, 2015 were entitled to vote on resolutions (Item No. 01 to 06) as set out in the Notice.
- 3) Thereafter the details containing inter-alia, list of Equity shareholders, who voted "for" or "against" each of the resolutions that were put to vote, were generated from the e-voting website of M/s. National Securities Depository Limited i.e., <https://www.evoting.nsdl.com> and based on such reports generated, the result of e-voting were taken.
- 4) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.
- 5) After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling were locked in my presence with due identification marks placed by me.
- 6) The locked ballot boxes were 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 (i.e., M/s. Integrated Enterprises Limited) and the authorizations / proxies lodged with the Company.
- 7) The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.

The combined results of the e-voting and poll are as follows:

Item No.1

a) Ordinary Resolution:

To consider and adopt (a) the audited financial statements of the Company for the financial year ended March 31, 2015, together with the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statements of the Company for the financial year ended March 31, 2015, together with the independent Auditors' report thereon.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
31	2,66,05,702	99.9999%



ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	13	0.0001%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No.2

b) Ordinary Resolution:

To declare dividend for the financial year 2014-15.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
31	2,66,05,702	99.9999%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	13	0.0001%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL


V. MAHESH & ASSOCIATES
V. MAHESH
CP No. 2473
COMPANY SECRETARY

Item No.3

c) Ordinary Resolution:

To appoint a Director in place of Sri. L. Muthukrishnan (DIN: 01758013), who retires by rotation in accordance with the Articles of Association of the Company and being eligible, offers himself for re-appointment.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
29	2,66,04,902	99.997%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
5	813	0.003%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No.4

d) To consider and if thought fit, to pass with or without modification, the following resolutions as Ordinary Resolutions:

“RESOLVED THAT Sri. K. Ganapathy (DIN: 00947364), a director who retires by rotation at this Annual General Meeting and who has expressed his desire not to be re-appointed as a Director, be retired and not be re-appointed”.

“RESOLVED FURTHER THAT the vacancy on the Board of Directors of the Company so created be not filled up”.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
30	2,66,05,602	99.9998%

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
4	113	0.0004%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No: 5

e) Ordinary Resolution:

To ratify the appointment of M/s. Raghavan & Muralidharan, Chartered Accountants (Firm Registration No. 007110S), as Statutory Auditors of the Company as required under Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
31	2,66,05,702	99.9999%

V. MAHESH & ASSOCIATES
V. MAHESH
CP No. 2473
COMPANY SECRETARY

ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	13	0.0001%

iii) Invalid Votes:

Number of members whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item No: 6

To ratify the Remuneration payable to M/s GEEYES & Co., Cost and Management Accountants.

f) To consider and if thought fit, to pass with or without modification, the following resolutions as Ordinary Resolutions:

“RESOLVED THAT pursuant to the provisions of section 148(3) and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the remuneration of Rs. 3.20 lakhs per annum, payable to M/s GEEYES & Co., Cost and Management Accountants for the financial year 2015-16 for audit of the cost records of the Company, be and is hereby ratified”.

i) Voted In favour of the Resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
32	2,66,05,962	99.9999%




ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	13	0.0001%

ii) Invalid Votes:

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

- 8) A Compact Disc (CD) containing the details of equity shareholders who voted "FOR" or "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
- 9) The poll papers and all other relevant records were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.

Thanking You,

For **V. Mahesh & Associates**



V. Mahesh

Practicing Company Secretary

M. No. : 4162

C. P No. : 2473

Date : 16.09.2015

Place : Chennai