



FORM NO. MGT-13

**REPORT OF SCRUTINIZER (E-Voting)**

*[Pursuant to Section 108 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 e-voting pursuant to the provisions of Section 108 of the Companies Act, 2013.

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 ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 for the resolutions passed in the 52<sup>nd</sup> Annual General Meeting in compliance with Section 108 of the Companies Act, 2013.

The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and the Rules relating to voting through electronic means on the resolutions contained in the Notice. Our responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer Report of the vote cast "in favour" or "against" the resolutions stated above, based on 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.

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

- i) The e-voting period was open from 09.00 A.M (IST) on 11<sup>th</sup> September, 2015 to 05.00 P.M (IST) on 15<sup>th</sup> September, 2015. We further confirm that the



e-voting option/facility was closed after 05.00 P.M (IST) on 15<sup>th</sup> September, 2015.

- ii) The members of the Company as on the "Cut-off date" i.e., 09<sup>th</sup> September, 2015 were entitled to vote on resolutions (Item No. 01 to 06) as set out in the Notice.
- iii) 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 the e-voting are as under:

**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
3	16264	100%

**ii) Voted against the resolution:**

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
NIL	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
3	16264	100%

**ii) Voted against the resolution:**

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

**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
3	16264	100%

**ii) Voted against the resolution:**

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
NIL	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
3	16264	100%

**ii) Voted against the resolution:**

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
NIL	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.

A handwritten signature in blue ink is written over a circular blue stamp. The stamp contains the text: "V. MAHESH & ASSOCIATES" at the top, "V. MAHESH" in the center, "CP No. 2473" below it, and "COMPANY SECRETARY" at the bottom. There are small stars on either side of the central text.

**i) Voted In favour of the Resolution:**

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
3	16264	100%

**ii) Voted against the resolution:**

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
NIL	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
4	16524	100%



## ii) Voted against the resolution:

Number of members voted	Number of Votes cast by them	% of total number of valid votes cast
NIL	NIL	NIL

The details containing list of equity shareholders who voted "FOR" and "AGAINST" for each resolution received from the Depository M/s. National Securities Depository Limited is attached to this report.

Thanking You,

For V. Mahesh & Associates



Date : 16.09.2015

Place : Chennai

V. Mahesh

Practicing Company Secretary

M. No. : 4162

C. P No. : 2473