

K.SRINIVASAN
CHARTERED
ACCOUNTANT

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SCRUTINIZER'S REPORT

To
The Chairman
The Ramco Cements Limited
Rajapalayam

Sub: Electronic Voting Process under Section 108 of the Companies Act, 2013 ("the Act"), read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ("the Rules") and clause 35B of the listing agreement with the stock exchanges and submission of Scrutinizer's Report

1. I, K.Srinivasan, Practicing Chartered Accountant and Partner of M.S.Jagannathan & N.Krishnaswami, Chartered Accountants, 303, Real Enclave, 22 Josier Street, Nungambakkam, Chennai 600034, have been appointed as Scrutinizer by the Board of Directors of The Ramco Cements Limited, ("the Company") 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 Companies (Management and Administration) Rules, 2014 on the 8 resolutions contained in the notice convening the 57th Annual General Meeting of the members of the Company, held at 10:15 AM on Thursday, the 06th day of August 2015 at P.A.C.R.Centenary Community Hall, Sudarsan Gardens, P.A.C.Ramasamy Raja Salai, Rajapalayam-626108.
2. 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 resolution contained in the notice to the AGM 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 favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited, the authorized agency to provide e-voting facilities, engaged by the Company.

3. Further to the above, I submit my report as under

3.1. The e-voting period opened at 9:00 AM on 03rd August 2015 and closed at 5:00 PM on 05th August 2015.

3.2. The members of the company holding shares as on 30th July 2015 were entitled to vote on the resolutions (items no. 1 to 8) as set out in the notice convening the 57th Annual General Meeting of the Company).

3.3. The votes cast were unblocked and finalized at 1:00 PM on 06th August 2015 in the presence of two witnesses who were not employees of the Company, and who had signed as witness to the unblocking / finalizing.

3.4. The e-voting results with details of equity shareholders who have voted in favour of the Resolutions or against the Resolutions and those who have abstained from voting were downloaded from the website of Central Depository Services (India) Limited i.e. (<https://www.evotingindia.co.in/>) .

3.5. The summary of the e-voting for each of the resolution is given below

Resolution No	1
Nature of Resolution	Ordinary Resolution
Subject Matter	ADOPTION OF FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2015

(i) Voted in favour of the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	9	24,07,085	100.00%

(ii) Voted against the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

(iii) Invalid votes			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

Resolution No	2
Nature of Resolution	Ordinary Resolution
Subject Matter	DECLARATION OF DIVIDEND at Rs.1.50 PER SHARE FOR THE YEAR 2014-15

(i) Voted in favour of the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	9	24,07,085	100.00%

(ii) Voted against the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

(iii) Invalid votes			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

Resolution No	3
Nature of Resolution	Ordinary Resolution
Subject Matter	APPOINTMENT OF SHRI.P.R.VENKETRAMA RAJA AS DIRECTOR, WHO RETIRES BY ROTATION

(i) Voted in favour of the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	9	24,07,085	100.00%

(ii) Voted against the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

(iii) Invalid votes			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

Resolution No	4
Nature of Resolution	Ordinary Resolution
Subject Matter	RATIFICATION OF APPOINTMENT OF M/S.M.S.JAGANNATHAN & N.KRISHNASWAMI, CHARTERED ACCOUNTANTS AND M/S.CNGSN & ASSOCIATES LLP, CHARTERED ACCOUNTANTS, AS AUDITORS

(i) Voted in favour of the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	9	2,12,135	8.81%

(ii) Voted against the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	21,94,950	91.19%

(iii) Invalid votes			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

Resolution No	5
Nature of Resolution	Ordinary Resolution
Subject Matter	APPOINTMENT OF JUSTICE SMT.CHITRA VENKATARAMAN (RETD.) AS AN INDEPENDENT DIRECTOR

(i) Voted in favour of the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	9	24,07,085	100.00%

(ii) Voted against the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

(iii) Invalid votes			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

Resolution No	6
Nature of Resolution	Ordinary Resolution
Subject Matter	RATIFICATION OF FEE PAYABLE TO M/S.GEEYES & CO., COST ACCOUNTANTS, APPOINTED AS COST AUDITORS OF THE COMPANY FOR THE FINANCIAL YEARS 2014- 15, 2015-16 AND 2016-17

(i) Voted in favour of the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	9	24,07,085	100.00%

(ii) Voted against the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

(iii) Invalid votes			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

Resolution No	7
Nature of Resolution	Special Resolution
Subject Matter	CREATION OF CHARGE BY WAY MORTGAGE, HYPOTHECATION, ETC. ON THE MOVABLE / IMMOVABLE PROPERTIES OF THE COMPANY

(i) Voted in favour of the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	9	24,07,085	100.00%

(ii) Voted against the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

(iii) Invalid votes			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

Resolution No	8
Nature of Resolution	Special Resolution
Subject Matter	APPROVAL FOR MAKING OFFER OR INVITATION TO SUBSCRIBE TO SECURED NON-CONVERTIBLE DEBENTURES

(i) Voted in favour of the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	9	24,07,085	100.00%

(ii) Voted against the resolution			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

(iii) Invalid votes			
Details of voting	Number of Members present and Voting	Number of votes cast by them	% of total number of votes cast
Poll at AGM	0	0	0.00%

K.Srinivasan
Chartered Accountant
Membership No. 021510

Rajapalayam
06th August 2015